MARVEL MASTERWORKS®
CAPTAIN AMERICA®
VOLUME 4

CAPTAIN AMERICA® Nos. 114-124

STAN LEE & GENE COLAN

WITH JOHN ROMITA & JOHN BUSCEMA

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MARVEL MASTERWORKS

PRESENTS

VOLUME 4

COLLECTING

CAPTAIN AMERICA Nos. 114-124

STAN LEE • GENE COLAN

WITH JOHN ROMITA & JOHN BUSCEMA

Collection Editor
Cory Sedlmeier
Book Design
Nickel DesignWorks
Senior Editor, Special Projects
Jeff Youngquist
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Tim Smith 3
Digital Production
Kou Chen
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MARVEL MASTERWORKS
CREDITS

CAPTAIN AMERICA
Nos. 114-124

Writer: Stan Lee

Pencilers: Gene Colan (Nos. 116-124)
John Romita (Nos. 114)
John Buscema (No. 115)

Inkers: Sal Buscema (Nos. 114, 115)
Joe Sinnott (Nos. 116-124)

Letterers: Herb Cooper (No. 114)
Sam Rosen (Nos. 115-121, 124)
Art Simek (Nos. 122, 123)

Color Reconstruction: Laurie Smith (Nos. 114-119)
Wesley Wong (Nos. 120-124; Covers)

Art Reconstruction: Dale Crain

Special Thanks: Ralph Macchio

Captain America created by Joe Simon & Jack Kirby

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INTRODUCTION
BY GENE COLAN

When I was thirteen, Gary Cooper was my hero. Every single thing he did, said, or didn't say, occupied my deepest thoughts. "Why was this so?" I asked my Aunt Jewel one day. Her answer was so straightforward. She said, "It's not so much what he did or said, but what he stood for that you love."

During my very early, formative years at Marvel, my biggest ambition was to have a book of my own. *Captain America* became that book. There were other great characters that I had dipped my hands into, but Captain America became my highest standard. It doesn't matter the age, young or old, Captain America represented this country's image of what a hero should be. From kissing babies' heads to wiping out our biggest threats, I could shake his hand anytime and know in my heart it was "not so much his words or actions, but what he stood for" I respected.

With that knowledge, I began to draw my hero!

When I began my *Cap* run, Stan had begun a new storyline involving the Red Skull, and so we didn't plot ideas together. Stan would call me at home and dictate about a five-minute synopsis of the plot with a beginning, middle and end. I might interrupt with some questions just so I was clear about what to draw. It worked like magic.

I loved the freedom of working from an outline instead of a script. Artistically, it was a very creative process for me. Only thing was, I'd very often run into pacing problems with just a few pages left to wrap the story up. Ha! But Stan was sensational. He rarely complained. He'd let me go on tangents, like the time I saw the Steve McQueen film *Bullitt*. I was so taken with the car chase scene I used up several pages, maybe seven, on a car chase scene in a *Cap* story. I damn near ate up all the pages. "Gene! What are you doing? Couldn't you do a car chase in two or three pages?" he'd cry.

But Stan was like a loving, tolerant older brother. Another time, I ate up an entire page with just a gloved hand on a doorknob. He couldn't believe it. But he kept it and went on to always use that as one of his funny stories when he talks about me.

I did once ask him though if each issue always *had* to have a fight. It was hard coming up with different positions, different ways of showing action, it could become repetitive. But "No," he said "Absolutely we do. Without a fight, we have no book!" Of course he was right.

When I completed an issue sometimes I would mail the story in once it was complete, but most often I'd drive into the city and deliver it by hand. I've always been anxious to see Stan's spontaneous response to the pages. It was a worrisome thing to do, but I had great satisfaction seeing his approval. Plus, I could pick up my check!

By this time—in the late 1960s—Vietnam War and civil rights protests were regular occurrences, and Stan, always wanting to be at the forefront of things, started bringing these headlines into the comics. We did student-protest stories and the "Brother, Take My Hand" in *Daredevil*. One of the biggest steps we took in this direction came in *Captain America*.

I enjoyed drawing people of every kind. I drew as many different types of people as I could into the scenes I illustrated, and I loved drawing black people. I always found their features interesting and so much of their strength, spirit and wisdom written on their faces. I approached Stan, as I remember, with the idea of introducing an African-American hero and he took to it right away. As for The Falcon's look, I had in mind a very rugged looking, well-built and tall guy. I looked at several African-American magazines, and used them as the basis of inspiration for bringing The Falcon to life, a character who is still around as part of *Cap* today. He even became such a popular character that Stan changed the name of the series to *Captain America and The Falcon* for a time.

And I could never forget to send my thanks to the talented Joe Sinnott, who inked my *Captain America* stories. To say the least about one of the most talented embellishers in the business—He made it clearer! I'm well known for my pencils being hard to understand. Stan used to say about my panels "find the boy in the puzzle!" Remember those?

As an aspiring artist in the early 1940s, I had read Jack Kirby's *Captain America.* Jack was an inspiration to me. I was drawn to Jack's work. I studied it, absorbing Jack and Joe Simon's tremendous style! At the time my work was not all that professional—I didn't know a lot about anatomy—I had a lot to live up to and I knew it!

Now, almost thirty years later, came my chance to live up to that standard and imbue this great character with Gary Cooper spirit and Simon-and-Kirby dynamism. Turn the page and see how we did!

Gene Colan

2008

CAPT. AMERICA
12¢ IND
114 JUNE

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CAPTAIN AMERICA

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THE MAN BEHIND THE MASK!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

THE MAN BEHIND THE MASK!

THE ONE AND ONLY **CAP** ZOOMS INTO **ACTION** AGAIN!

A STAN (THE MAN) LEE and JOHNNY (RING-A-DING) ROMITA DRAMA-DRENCHED PRODUCTION!

EMBELLISHED BY: SAL BUSCEMA

LETTERED BY: HERB COOPER

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I'VE *DONE* IT --AT LAST!

I'VE FINALLY CONVINCED THE WORLD THAT *STEVE ROGERS IS DEAD!*

THAT MEANS *CAPTAIN AMERICA* WILL HAVE A *SECRET IDENTITY* ONCE MORE!

FLORIST

ROOMS

AND THOSE WHOSE *LIVES* ARE CLOSEST TO MINE--

SHARON-- AND *RICK--* WILL BE IN *LESS DANGER--*

BECAUSE IF MY *ENEMIES* DON'T KNOW WHERE--OR WHO--I REALLY *AM--*

THEY'LL HAVE A TOUGHER TIME FINDING *THEM!*

SO, IT'S *FAREWELL* TO THE MAN KNOWN AS *STEVE ROGERS!*

AND YET-- HOW CAN YOU SAY *FAREWELL* --TO A MAN WHO NEVER *LIVED?*

CAN I TRUTHFULLY SAY STEVE ROGERS WAS *EVER* MORE THAN JUST A *NAME?*

DID HE EVER REALLY HAVE A *LIFE*--A MEANINGFUL *IDENTITY*-- TO CALL HIS *OWN?*

NO! EVER SINCE *ADULTHOOD*-- I'VE LIVED UNDER THE ALL-PERVASIVE SHADOW OF *CAPTAIN AMERICA!*

MY *COSTUME* HAS BECOME AS MUCH A *PART* OF ME--AS MY *SKIN!*

IT'S ONLY WHEN I DRESS IN *CIVVIES* --AS I'M DOING *NOW*--THAT I FEEL LIKE A *PRETENDER!*

ELECT

EVEN MY *LODGING*-- THE VERY *ROOF* OVER MY HEAD--IS IN *AVENGERS HEAD-QUARTERS!*

I'VE NEVER HAD A *HOME*-- THAT I COULD CALL MY *OWN!*

AND *NOW*--UNCONSCIOUSLY--AUTOMATICALLY--I'M HEADING THERE *AGAIN!*

BUT, I *MUSTN'T!* I HAVE TO *BREAK* WITH THE PAST --ONCE AND FOR *ALL!*

SOMEHOW --SOME *WAY*--I'VE GOT TO START A *LIFE* FOR MYSELF!

NOW THAT WE KNOW HE IS STILL *ALIVE*-- WHY HASN'T *CAPTAIN AMERICA* BEEN HEARD FROM?

FUNNY--FOR A MINUTE I THOUGHT *THAT* WAS HIM-- DOWN THERE!

BUT OL' WINGHEAD WOULDN'T HAVE *TURNED*--AND WALKED *AWAY* LIKE THAT!

THE *PANTHER* CANNOT BE *FOOLED* BY ANOTHER'S GAIT!

MANY TIMES HAVE I OBSERVED THE *MOVEMENTS* OF THE RED-WHITE-AND-BLUE SENTINEL--AND NOW I SAY TO YOU--

THE FIGURE *BELOW,* FADING AMIDST THE SHADOWS OF NIGHT, IS TRULY --*CAPTAIN AMERICA!*

THEN HE DOES NOT *WISH* TO JOIN US!

WHATEVER THAT GENT DOES--HE'S GOT HIS *REASONS!*

STILL, IT *IS* STRANGE THAT HE WOULDN'T CHECK BACK *HERE*-- ESPECIALLY AFTER HIS VICTORY OVER *MADAME HYDRA!*

TO A MAN WITH A *LIFETIME* OF VICTORIES BEHIND HIM--

ANOTHER ONE CAN MAKE LITTLE DIFFERENCE!

REMEMBER, LADY-- EVEN *MADAME HYDRA* WASN'T THE *SUPREME* LEADER!

SHE JUST LED THE HYDRA GOONS IN THE *NEW YORK* AREA!

WILL WE *EVER* FIND THE ONE WHO IS THE SECRET *MASTER*-- OF *ALL* THE EVIL HORDE?

IF IT *CAN* BE DONE-- SOMEWHERE IN THE DARKNESS--OUT *THERE*-- IS THE *ONE* MAN WHO WILL SOME DAY *DO* IT!

AND, WHATEVER HIS REASONS MAY *BE* FOR SEEKING *PRIVACY*, AND *SOLITUDE*--

WE MUST *RESPECT* HIS WISHES--UNTIL WE MEET AGAIN!

MOMENTS LATER--

I CAN'T WAIT ANY *LONGER!*

I HAVE TO SEE *SHARON*-- HEAR HER *VOICE*-- TOUCH HER *LIPS!*

BARBER

NICK FURY WILL KNOW WHERE TO *FIND* HER!

BUT, I DARE NOT GO IN LIKE *THIS*--WITHOUT MY *MASK!*

NOT EVEN THE AGENTS OF *SHIELD* MUST EVER AGAIN SEE ME AS *STEVE ROGERS!*

THE *FEWER* THAT KNOW MY SECRET--

THE *SAFER* IT WILL BE!

AND SO...

I HAVE TO SEE FURY! IS HE HERE?

TAKE A SEAT, AVENGER!

BARBER

I CAN SEND YOU TO HIM AS SOON AS I ACTIVATE THE WINDOW FOGGER!

ALL RIGHT! NO ONE WILL BE ABLE TO SEE IN FOR THE NEXT THIRTY SECONDS!

QUICKLY--PRESS THE BUILT-IN STUD RELEASE BUTTON!

RRRRRRRRRRRRRSSNAP!

FURY??

RIGHT HERE, MISTER!

YER IN TIME, PAL!

I DIDN'T COME HERE FOR ENTERTAINMENT, COLONEL!

I'M FIXIN' TO PLAY A VIDEOTAPE REPORT I JUST GOT!

I'M LOOKING FOR SHARON CARTER

I AWREADY FIGGERED THAT, LOVER BOY!

WHO D'YA THINK THE BLASTED TAPE IS FROM?

SHARON?

YER ALL BRAIN, SHER-LOCK!

CAP! WE HAVEN'T HAD A CHANCE--TO REALLY TALK-- SINCE THAT FIGHT WITH HYDRA AT THE CEMETERY!

FORGET IT, RICK! YOU DID JUST FINE!

I KNOW I MADE A LOT OF BONEHEAD MISTAKES, AND--

I WAS MIGHTY PROUD OF YOU, LAD!

THE REASON I'VE KEPT TO MYSELF SO MUCH, IS--

CLAM UP, BOTH OF YA!

THIS SOUNDS LIKE TROUBLE!

BY THE TIME YOU RECEIVE THIS *REPORT*, I'LL BE AT *TARGET AREA M!*

I *KNOW* MY ORDERS WERE TO WAIT FOR *REINFORCEMENTS* BEFORE ATTACKING--

BUT WE MAY NOT GET ANOTHER *CHANCE* TO CATCH AN ENTIRE CELL OF *A.I.M.* LEADERS!*

AND BESIDES --NOW THAT *STEVE*-- IS *DEAD*--WHAT DOES *MY* LIFE MATTER?

* ***A.I.M.***: ADVANCED IDEA MECHANICS--AS IF YOU DIDN'T KNOW! -STAN.

FURY!! YOU SENT HER AGAINST MERCILESS KILLERS LIKE *AIM??*

AND YOU SENT HER *ALONE?!!*

KEEP YER *WINGS* ON, CAP!

SHE WUZ JUST SUPPOSEDTA *TAIL* 'EM--NOT TACKLE 'EM *HERSELF!*

THEN YOU HAVEN'T *SEEN* HER-- HAVEN'T TOLD HER I'M *ALIVE!*

I COULDN'T *REACH* 'ER! SHE WENT TO *PIECES* WHEN YER *DEATH* WUZ ANNOUNCED!

WHAT ARE WE *STANDING* HERE FOR??

I'VE GOT TO *GET* THERE BEFORE IT'S *TOO LATE!*

MOVE, FURY!! IF ANYTHING *HAPPENS* TO THAT GIRL--!!

THERE'LL BE AN *AIR-CAR* OUT FRONT-- READY TO *GO*--IN *TEN SECONDS!*

QUICK-- GIVE ME THE *LOCATION* OF THE *TARGET AREA!!*

I'M 'WAY *AHEAD* OF YA, MISTER!

SO WHAT'RE WE *WAITIN'* FOR ??

AT THAT MOMENT, WITHIN THE *DEAD CENTER* OF TARGET AREA *M*, WE FIND--

I'VE ALREADY *CUT* THE ALARM-- *NEUTRALIZING* IT!

WHICH MEANS--THERE'S A CHANCE FOR ME TO *REACH* THEM-- TO TAKE THEM BY *SURPRISE!*

AND--IF I *FAIL*--AT LEAST I'LL KNOW I *TRIED!*

JUST AS *STEVE* TRIED--BEFORE HE WAS-- CUT DOWN!

THE ONLY MAN I EVER LOVED-- GAVE HIS *LIFE*-- FOR THOSE HE LEFT BEHIND!

NOW--HOW CAN I DO-- ANY *LESS?!!*

THAK!

STAY WHERE YOU ARE!! YOU'RE ALL UNDER ARREST! YOU'RE PRISONERS OF SHIELD!!

ONE LONE FEMALE! HOW IS IT *POSSIBLE?*

THERE MUST BE A *BRIGADE* BEHIND HER!

NO! WAIT! IT'S A *TRICK!* SHE'S *ALONE!*

THERE'S NOBODY WITH HER!

USE YOUR WEAPONS!

SHE MUST NOT *ESCAPE!*

ZIP!

YOU DID IT!

NOW SHE'S HELPLESS!

NO AGENT OF SHIELD IS EVER HELPLESS!!

NOT WHILE THE MINI-FLAME-THROWERS IN MY GLOVE HOLD OUT!

HAVE TO LIMIT THEM-- TO SHORT BURSTS!

EACH SHOT MUST COUNT!

IF I CAN JUST DISARM THEM!

STOP HER! STOP HER!

SHOW HER NO MERCY!

NO AGENT OF SHIELD MUST LEAVE HERE ALIVE!

FORGET SHE'S A WOMAN!

OF COURSE! YOU MUSN'T LET MY SEX INHIBIT YOU!

I MAY BE A FEMALE-- BUT THAT DOESN'T MEAN I'M HELPLESS!

THAK!

ZOP!

AFTER ALL-- I'VE BEEN INSPIRED BY--THE GREATEST MASTER OF HAND-TO-HAND FIGHTING THAT EVER LIVED!

IF ONLY-- YOU WERE STILL ALIVE-- MY DARLING!!

WE WILL WASTE NO MORE TIME!

RELEASE THE WALKING STILETTO!

SLASH!

A GIANT ROBOT!!

ANOTHER OF AIMS' DEADLY MECHANICAL WEAPONS!!

--AND IT'S COMING RIGHT AT ME!!

BUT THEN--

BLANGG!

IT-IT CAN'T BE--!!

BUT IT IS! IT IS!!

HEADS UP, DARLING!!

IT'S A BRAND-NEW BALL GAME NOW!

CAP!! YOU'RE ALIVE!! I DON'T KNOW HOW-- BUT IT'S TRUE-- YOU'RE ALIVE!!

LET'S NOT CELEBRATE TOO SOON, LADY--

NOT TILL WE GET THIS LITTLE MATTER TAKEN CARE OF!

CAP! THE OTHERS ARE ESCAPING!

CAN'T MANAGE TO STOP 'EM ALL!

LET THEM GO, LAD! FURY IS WAITING OUTSIDE!

I SHOULD HAVE KNOWN ALL ALONG--

MY HEART SHOULD HAVE TOLD ME--YOU WERE STILL ALIVE!

SHARON!! STAY BACK!!

HE EVEN TOOK ME UNAWARES!

HE'S TOO STRONG-- HE MOVES TOO FAST!

I'LL GET 'IM, CAP!

NO, RICK!! THERE'S NOTHING YOU CAN DO!

FLESH AND BLOOD CAN'T STOP A MACHINE!

NOT WITHOUT A PLAN!

VZAWW!

HE'S ARMED WITH A BUILT-IN BLAST RAY!

IF--NOT FOR MY SHIELD--!

RICK! LET HIM TOSS YOU OFF--NOW!

HURL YOURSELF BACKWARDS--IN MY DIRECTION!

MANEUVER FOURTEEN--THAT'S IT!

MUST OBEY WITHOUT THINKING--

JUST LIKE CAP TAUGHT ME!

IT WORKED!! YOU BROKE MY FALL AS SMOOTH AS SILK!

REMEMBER TO TURN AS YOU LAND, SO THAT--

SHARON! WAIT!

NO! I CAN GET HIM FOR YOU!

I'M THE ONLY ONE WITH A WEAPON!

YOU LITTLE FOOL! COURAGE ALONE CAN'T STOP AN AIM CREATION!

MY SHOTS--THEY DON'T STOP HIM!

BUT--IT CAN'T BE!! THIS IS OUR MOST LETHAL HAND GUN!

HE HAS TO FALL--HE HAS TO!

THEY *BUILT* HIM TO BE *IMPERVIOUS* TO WEAPONS!!

NOW GET *BACK*--TAKE A *BREATHER!*

DO EXACTLY AS I *SAY!*

HE'S JUST A *MACHINE*-- DOING WHAT HE WAS *BUILT* TO DO!

BUT *ANY* MACHINE CAN HAVE-- A FATAL *FLAW!*

RICK! TRY *OPERATION UPSET!!* ONE--TWO--

THREE!

WE MANAGED TO *TOPPLE* HIM!

PERFECT! BY STRIKING JUST THE RIGHT *PRESSURE POINTS*--

IT WAS A *GAMBLE* --BUT IT DIDN'T *PAY OFF!*

I HOPED BEING *OFF-BALANCE* WOULD PUT HIM OUT OF *ACTION!*

YEAH--LIKE A *PINBALL MACHINE* THAT SUDDENLY GOES *TILT!*

WELL ANYWAY, IT WAS A GOOD *TRY!*

HEADS UP! HE'S PREPARING TO *ATTACK* AGAIN!

CAN'T HOLD HIM OFF WITH MY SHIELD *FOREVER!*

SHARON! SIGNAL *FURY* TO COME A'RUNNING!

IT'LL ALL BE *OVER* BY THE TIME HE *GETS* HERE--

BUT AT LEAST SHE'LL BE *SAFE* FOR THE NEXT FEW SECONDS!

SHE'S OUT OF THE *WAY!* NOW'S MY *CHANCE!*

RICK! RUN IN *FRONT* OF HIM--RIGHT *TOWARDS* ME!!

DON'T STOP FOR *ANYTHING!* *NOW*, BOY-- *NOW!*

DUNNO WHAT CAP'S *PLAN* IS--

BUT I CAN'T LET 'IM *DOWN!*

STILETTO'S IN *POSITION*-- FACING RICK!

IT'S WHERE HIS ARMOR IS *THINNEST*--FOR *MOBILITY!*

HIS *NECK* IS EXPOSED-- AS I *HOPED* IT WOULD BE!

EVERYTHING HANGS ON THIS *ONE THROW--!*

SPAWNG!

GOT HIM!!

HE'S DONE FOR!

HIS DELICATE CONTROL CIRCUITS HAVE BEEN SHATTERED!

IN A FEW SECONDS, THERE'LL BE NOTHING LEFT BUT SMOLDERING METAL!

OKAY, LADY! NOW THAT YA KNOW HE'S ALIVE-- TRY'N KEEP 'IM THAT WAY, HUH?

LET THE POOR GUY COME UP FER AIR!

AT EASE, NICHOLAS! I'M NOT COMPLAIN-ING!

YEAH-- SO I NOTICED!

SO! YA TRIED TO BE A ONE-GAL ARMY, DIDJA?

I- I'M SORRY ABOUT THAT, COLONEL!

NOT AS SORRY AS YER GONNA BE!

SHIELD DON'T ISSUE ORDERS JUST FER KICKS!

HEY! GO EASY ON HER, FURY!

SHE'S NOT ONE OF YOUR CIGAR-CHOMPIN' COMMANDOS!

SHE'S AN *AGENT OF SHIELD*, MISTER --LIKE ANYONE *ELSE* AND DON'T YOU *FORGET* IT!

C'MON, YOU GOLD-BRICKS--*HUSTLE YER BUTTS!* WE STILL GOT SOME *HUNTIN'* TA DO!

DON'T MIND THE *COLONEL*, DARLING!

HIS *BARK* IS WORSE THAN HIS *BITE!*

YEAH? TRY SELLIN' THAT TO HIS *ENEMIES*, LADY!

A COUPLE OF OLD *WAR-HORSES* LIKE NICK AND ME *UNDERSTAND* EACH OTHER, HONEY!

YOU'RE THE ONE THAT I'M *CONCERNED* ABOUT!

AWW, YOU'RE *KIDDING*, LOVER!

I'M *SERIOUS*, SHARON! EVERY *HOUR*, EVERY *MINUTE*--I'M RUBBING SHOULDERS WITH *DEATH!*

I CAN'T BEAR TO THINK OF *YOU*--FACING THE *SAME* DANGERS! AND THAT'S WHY--

I WANT YOU TO *RESIGN* FROM SHIELD!

RESIGN?? OH, *NO!* I CAN'T! I JUST *CAN'T!*

NOT EVEN--FOR *ME?*

NO, MY DARLING--YOU MUSTN'T ASK ME SUCH A THING!!

THEN--I *WON'T*, SHARON!

NOT *EVER*--AGAIN!

IT'S LIKE--A LIVING *NIGHT-MARE!*

LIKE BEING TRAPPED ON A *TREADMILL*--WITH NO WAY TO GET *OFF!*

I COULDN'T BEAR TO *LOSE* SOMEONE *CLOSE* TO ME--A *SECOND* TIME!

AND YET--*SHARON*--AND *RICK*--HOW *LONG* CAN THEIR LUCK HOLD OUT??

MINUTES LATER, IN A RESTAURANT *WASHROOM*, AFTER CAUTIOUSLY BUYING SOME *SPECIAL ITEMS*--

AS SOON AS I'M *ALONE* HERE--I'LL MAKE *CERTAIN* THAT MY TRUE IDENTITY REMAINS A *SECRET!*

AND THEN, I'LL FIND A *ROOM* FOR MY-SELF!

HOTELS...

BUT I CAN'T SIGN A REGISTER--AS *STEVE ROGERS!*

I DARE NOT DO *ANYTHING*--AS *STEVE ROGERS!*

SO FAR AS THE WORLD KNOWS--STEVE ROGERS IS *DEAD!*

AND *THAT'S* THE WAY--IT'S *GOT* TO BE!

BUT THEN...

NO *LUGGAGE?* I'M *SORRY, SIR!*

YOU SAY YOU HAVE NO *IDENTIFICATION?*

WE'RE ALL *FILLED UP!*

WHAT? NO *HOME ADDRESS?*

THIS IS VERY *IRREGULAR!*

I'M *SORRY, SIR!*

NO *DRIVER'S LICENSE?* NO *CREDIT CARDS?* AND YOU'RE NOT EVEN SURE OF YOUR *NAME!*

TRY SOME-PLACE *ELSE, MISTER!*

I CAN'T EVEN THINK OF THE RIGHT *ANSWERS* TO GIVE!

MY BRAIN JUST KEEPS REPEATING--*SHARON! SHARON!*

BUT FINALLY, IN A SEEDY, SIDE-STREET *HOTEL*, IN A SHODDY, RUN-DOWN NEIGHBORHOOD--

THAT'LL BE *TEN BUCKS* FOR THE WEEK-- IN *ADVANCE!*

AND WE DON'T RENT TO *TROUBLE-MAKERS!*

IT'S MY *LAST* TEN DOLLARS--

BUT I CAN'T JUST WALK THE *STREETS* ALL NIGHT!

CAPTAIN AMERICA-- THE FAMOUS *SENTINEL OF LIBERTY*--

--THE *LIVING LEGEND* OF WORLD WAR TWO!!

WITHOUT MY *COSTUME*-- I'M A *NO-BODY*--A *NOTHING*--

LUCKY TO GET A *ROOM*-- IN A *NO-WHERE* HOTEL!

IS *THIS* THE WAY IT MUST BE-- FOR THE REST OF MY *LIFE?*

MUST I LIVE OUT THE *REST* OF MY DAYS AS A HUMAN *SYMBOL*--

AS AN EMOTIONLESS, MASKED *FIGHTING MACHINE??*

IT *CAN'T* BE THE SUM TOTAL OF MY ENTIRE-- *WHA-??!*

A SUDDEN, SILENT *SHOCK*-- LIKE SOME STRANGE *SHIFTING* OF *TIME AND SPACE* ITSELF!!

A *FORM*-- MATERIALIZING IN THE DARK-- *NO!*

IT CAN'T --IT CAN'T BE!!

DID YOU THINK A MERE DISGUISE COULD HIDE YOU FROM THE RED SKULL??!

I CAN FIND ANYONE-- BE ANYWHERE-- DO ANYTHING-- AND DESTROY ANYONE--

--SINCE I HAVE REGAINED-- THE ALL-POWERFUL COSMIC CUBE!!

--CONTINUED!

CAPT. AMERICA

12¢ IND.

115 JULY

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CAPTAIN AMERICA

TM

NOW BEGINS THE NIGHTMARE!

STEV-GIAC01A

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

NOW BEGINS THE NIGHTMARE!

NO DISGUISE CAN HIDE YOU FROM THE *RED SKULL!*

ONCE AGAIN I POSSESS THE MIRACULOUS, ALL-POWERFUL *COSMIC CUBE!!*

AND, SO LONG AS IT IS *MINE*...I CAN TOTALLY *DESTROY* YOU ...WITH ONLY A *THOUGHT!*

NO! IT ISN'T *POSSIBLE!*

YOU *CAN'T* HAVE THE CUBE...YOU *MUSTN'T!!*

IT WAS LOST *FOREVER!* IT MUST *REMAIN* THAT WAY!

WONDERMENT BEYOND COMPARE!
WRITTEN BY:
STAN (THE MAN) LEE
ILLUSTRATED BY:
BIG JOHN BUSCEMA
EMBELLISHED BY:
OUR PAL SAL BUSCEMA
WITH LEGIBLE, LOVABLE LETTERING BY:
SAM ROSEN

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BE SILENT, DOOMED ONE!

REMEMBER ...YOU WILL LIVE ONLY AS LONG AS I PERMIT IT!

AND, IF YOU THINK YOU CAN WREST THIS WEAPON FROM ME... YOU ARE WRONG...!

FOR IT IS NO MERE PISTOL THAT I HOLD...

...BUT THE COSMIC CUBE ITSELF!!

THE INVINCIBLE, OMNIPOWERFUL CUBE... WHICH CAN ASSUME ANY FORM I WILL IT TO!

ZASP!

YES...THE MOST WONDROUS OF ALL OBJECTS IS MINE ONCE MORE!

AND SO... THE RED SKULL ALONE ...CONTROLS THE FATE OF THE WORLD!

BUT, I WANT TO SAVOR MY TRIUMPH! I WANT TO SEE YOU CRINGE BEFORE ME... AS CAPTAIN AMERICA!

AND, SO LONG AS I HOLD THE COSMIC CUBE...

WHATEVER THE SKULL DESIRES ...MUST INSTANTLY COME TO PASS!

NOW RISE, AVENGER!

PREPARE TO PAY HOMAGE TO YOUR ACKNOWLEDGED MASTER!!

SPANG!

PAY HOMAGE? NEVER!

NOT WHILE I STILL CAN FIGHT!

EVEN THE CUBE CAN'T HELP YOU...

IF I DON'T GIVE YOU TIME TO MAKE USE OF ITS POWER!!

WHA..? HE'S GONE!!

I'VE BEEN STRIKING...A SHADOW!!

HA HA HA HA HA HA

LIBERTY-LOVING FOOL!! I WAS NEVER THERE IN THE FIRST PLACE!

DID YOU THINK I'D ALLOW YOU TO ATTACK THE MIGHTY HOLDER OF THE COSMIC CUBE!

I MERELY ALLOWED YOU THE ILLUSION OF COMBAT...TO MAKE YOUR CRAVEN DOWN-FALL ALL THE MORE IGNOBLE!

THUMP!

NOW LIE THERE, YOU SWINE...AS I REVEL IN YOUR LASTING DEFEAT!

OF ALL WHO LIVE... NONE HAVE BEEN BETTER SCHOOLED IN VILLAINY THAN THE RED SKULL!

TIME AND AGAIN, I HAD ALMOST ATTAINED MY ETERNAL GOAL... THE DOWNFALL OF AMERICA...THE CRUSHING OF LIBERTY THRUOUT THE GLOBE..

...ONLY TO HAVE YOU SNATCH MY VICTORIES FROM ME!

BUT SOON... YOU WILL TROUBLE ME NO LONGER!

HOW DID YOU *DO* IT?? HOW DID YOU... *REGAIN* THE CUBE?

I THOUGHT...IT WAS *LOST*... FOREVER!

HAH! YOU WOULD *LIKE* TO KNOW THAT... *WOULDN'T* YOU?

OR, DO YOU MERELY WANT TO KEEP ME *TALKING*... WHILE YOU DESPERATELY PLAN AN *ESCAPE?*

AS THOUGH ESCAPE CAN BE *POSSIBLE*... FROM THE HOLDER OF THE *COSMIC CUBE!!*

BUT, THE LONGER I LET YOU *LIVE*... IN ABJECT *HELPLESSNESS* ... THE GREATER MY *TRIUMPH* SHALL BE!

AND SO, YOU SHALL *HAVE* YOUR ANSWER!

...WHILE YOU *TREMBLE* BEFORE ME... WONDERING WHEN... AND *HOW*... I SHALL ELECT TO *CRUSH* YOU!

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SINCE YOU CAUSED ME TO **LOSE** THE FATEFUL CUBE--- MONTHS AGO, BENEATH THE SEA*... I HAVE NEVER STOPPED **SEARCHING**...**SEEKING**.. **PROBING**!

LED BY MY LOYAL BAND OF **EXILES**, SHARP-EYED **AGENTS** THRUOUT THE WORLD KEPT **WATCH** FOR ME!

AND THEN, AT **LAST**, MY VIGIL WAS **RE-WARDED**..!

*AND WHERE WERE **YOU** WHEN IT HAPPENED IN ISH #81?
--- SNOOPY STAN.

"IT BEGAN WITH THE **ERUPTION** OF A SMOLDERING **VOLCANO**, JUST OFF THE **MEDITERRANEAN**..."

"A FIERY VOLCANO WHICH SPEWED FORTH TONS OF MOLTEN **LAVA**...**FLAME** ...AND BILLOWING **SMOKE**...AND ONE THING **MORE**..."

"...A SMALL, GLEAMING **CUBE**... WHICH RESTED ON THE SHORE, GLOWING WITH AN EERIE, MYSTIC **LIGHT**, UNTIL..."

A STRANGELY SHINING **OBJECT**! WHAT CAN IT **BE**?

"THE UNSUSPECTING OAF CALMLY **POCKETED** THE MOST POWERFUL OBJECT ON EARTH ---AND THEN..."

"BRINGING IT TO HIS LONELY SHACK, HE UNTHINKINGLY MADE A **WISH**..."

IF ONLY **WE** COULD DINE AS THEY DO IN THE **PALACE**! I WISH--- **MADRE DIOS**!!

IT IS A **MIRACLE**!

"EVEN A WITLESS *PEASANT* SUCH AS *HE* SOON REALIZED WHAT HE HAD *FOUND!*"

"BUT, THE HUMBLE FOOL TRIED TO USE IT FOR *GOOD*...TO MAKE HIS LITTLE *ISLAND* A BETTER PLACE TO *LIVE!*"

"AND *THAT* WAS HIS *UN-DOING*...!"

"MY BAND OF *EXILES* SOON LEARNED OF THE SUDDEN *PROSPERITY* OF ONE LONE VILLAGE... AND THEY BROUGHT ME THE *NEWS!*"

OF *COURSE!* IT *HAS* TO BE THE *CUBE!*

THERE CAN BE *NO OTHER* EXPLANATION!

AFTER ALL THESE *MONTHS*...ALL THIS *WAITING*...I'VE *FOUND* IT AT LAST!

DO NOT *FORGET*... IT WAS *WE* WHO BROUGHT YOU THE NEWS!

YOU SHALL *HAVE* YOUR REWARDS... ONCE THE CUBE IS *MINE!*

BUT *NOW*... NOTHING MUST *STOP* US!

THE PLANE IS *READY*, MASTER!

THEN WE LEAVE *AT ONCE!*

"THE *REST* WAS ROUTINE! WITHIN A MATTER OF *MINUTES* WE HAD REACHED OUR DESTINATION..."

"AND *THEN*...AS FATE HAD SURELY *IN-TENDED*...THE CUBE AGAIN WAS *MINE!*"

"IT WAS THE GREATEST MOMENT OF MY *LIFE*... THE CULMINATION OF ALL MY *DREAMS!* I STOOD *FINGERING* IT... *STUDYING* IT... *TREASURING* IT... UNTIL, AT LAST, MY REVERIE WAS BROKEN BY THE VOICE OF ONE OF MY *EXILES*..."

WITH THAT *CUBE* IN OUR POSSESSION ...WE SHALL RULE THE *WORLD!*

WE?? WHO DARES SPEAK OF *WE??*

THE PLAN IS *MINE!* THE CUBE IS *MINE!* THE *POWER* IS *MINE!*

AND WHAT OF *US?* ARE WE TO BE NO MORE THAN HIRED *LACKEYS??*

WE HAVE SHARED THE *DANGER!* WE MUST SHARE THE *PRIZE!*

SILENCE!! YOU ARE *NOTHING* WITHOUT ME!

IT WAS *I* WHO SAVED YOU FROM *DEFEAT* WHEN THE NAZIS *FELL!*

IT IS THE *RED SKULL* WHO WAS... WHO *IS*... WHO EVER *SHALL BE* ...THE ONLY *MASTER!!*

AND, IF ANY DARE *DISPUTE* ME... *THIS* SHALL BE THEIR *FATE!*

BY THE POWER OF THE *CUBE*... I NOW *TRANS-PORT* YOU...

...TO THE *EDGE OF THE UNIVERSE!!*

HE IS GONE! THE CUBE IS INFALLIBLE AS EVER!

WHO DARES TO CHALLENGE ME NOW?

I CAN DO ANY-THING!! ANY-THING!

BUT... WHAT HAS HAPPENED TO HIM??

IS HE LOST TO US... FOREVER??

NO! NOT SO LONG AS I POSSESS THE CUBE!

BEHOLD!

YOU'VE BROUGHT HIM BACK...

WITH MERELY A THOUGHT!!

HE BABBLES INCOHERENTLY!

THAT WHICH HE HAS SEEN... HAS DRIVEN HIM TO THE POINT OF MADNESS!

NO MATTER! I CAN RESTORE HIS SANITY AT ANY TIME BY THE POWER OF THE CUBE!

THE SKULL IS SUPREME! HE MUST EVER BE OBEYED!

ALL HAIL THE RED SKULL!

...THE REST, MY COWED AND BEATEN FOE... IS HISTORY!!

ALL THAT NOW REMAINS IS... THE FUTURE!

AND THE FUTURE BELONGS TO THE SKULL!

BUT, YOU HAVE *RESTED* LONG ENOUGH!

I AM TOO *BATTLE-WISE* NOT TO KNOW YOU WERE MERELY STALLING FOR *TIME!*

AND, SINCE IT IS *I* WHO HOLD THE *COSMIC CUBE*...

...YOUR *TIME* HAS NOW *RUN OUT!*

HE *TRANSPORTED* ME... TO ANOTHER LAND... ANOTHER *WORLD*... WITH JUST A *WORD!*

IS *THIS* WHERE HE INTENDS FOR ME TO MEET... MY *DEATH?*

AND, IF SO ...*HOW?*

BUT, BEFORE WE CAN *ANSWER* THAT, LET'S TURN TO *SHIELD HQ,* WHERE WE FIND A PUZZLED *RICK JONES* INTERROGATING THE GIRL CAP LOVES...

NO, RICK... I HAVEN'T *HEARD* FROM HIM!

WELL, AS FAR AS I *KNOW,* HE ISN'T SORE AT *ME*...

SO HOW COME *I* HAVEN'T HEARD FROM HIM?

HE'S PROBABLY STILL *HURT*... BECAUSE I WON'T QUIT *SHIELD,* AS HE *WANTS* ME TO DO!

AGENT THIRTEEN! KEEP YOUR MIND ON THIS *WEAPONRY TEST!*

RICK, I CAN'T *TALK* TO YOU NOW!

BUT WHAT ABOUT *CAP?* I'M *WORRIED* ABOUT HIM! WHERE *IS* HE? WHY HASN'T HE *CHECKED* WITH ME?

WE'RE WORKING WITH LOW-VELOCITY, DELICATELY-CONTROLLED *ATOMICS* ...AND IF ANYTHING SHOULD GO *WRONG*..!

WHAT IF HE'S IN SOME KINDA *DANGER?*

CAREFUL! CHECK YOUR *READINGS* DOWN THERE!

OKAY, LADY... SORRY I'M *BOTHERIN'* YOU!

I THOUGHT YOU WERE IN *LOVE* WITH THE GUY!

BUT I GUESS WHEN HE WALKED *OUT* ON YOU IT PROVED HE *KNEW* YOU A LOT BETTER THAN *I* DO!

YOU'RE TALKING LIKE A *CHILD,* RICK!

CAP AND I ARE BOTH *PROS* AT WHAT WE DO!

THAT MEANS WE DON'T *PANIC* AT EVERY LITTLE EXCUSE!

YOU COULD *NEVER* UNDERSTAND...HOW I *LOVE* THAT MAN!

SOMETIMES... I FEAR THAT EVEN *HE* DOESN'T REALIZE...

OH, *GET OUT,* WILL YOU? THIS IS NO TIME FOR *TRUE CONFESSIONS!*

OKAY, OKAY... I'M *GOING!*

IF... ANYTHING REALLY *IS* WRONG...

NO! IT *CAN'T* BE! I WON'T EVEN *THINK* IT!

I'LL HEAD FOR THE *AVENGERS*...

MAYBE *THEY'VE* HAD SOME NEWS OF CAP BY NOW!

WHO'S POSTED ON *DUTY ALERT* TODAY, JARVIS?

IT'S *MR. YELLOW-JACKET*, SIR...

YOU'LL FIND HIM WORKING OUT IN THE *GYMNASIUM!*

SECONDS LATER...

SORRY, YOUNGSTER... THE SHIELD-SLINGER MUST BE *GOOFING OFF* SOMEWHERE!

I DON'T *GET* IT!

NOBODY'S HEARD FROM HIM!

I'D ALMOST *FORGOTTEN* ABOUT THE *TEEN BRIGADE*...

THE *HAM RADIO BUFFS* I USEDTA PAL AROUND WITH!

MAYBE SOME OF *THEM* CAN HELP ME NOW!

I DIDN'T MEAN TO SOUND SO *CALLOUS*, RICK!

STILL, COULDN'T HE JUST BE TAKING A FEW DAYS *OFF*?

BUT CAP WOULD HAVE *TOLD* ME...

OKAY IF I USE YOUR *COMMUNI-CHAMBER*?

YOU *KNOW* IT, SON!

CALLING TEEN BRIGADE! CALLING TEEN BRIGADE!

BE ON LOOKOUT FOR CAPTAIN AMERICA!

RELAY ANY REPORTS TO AVENGERS HQ, FOR TRANSMISSION TO RICK JONES!

THIS IS FOR REAL, YOU GUYS! DON'T LET ME DOWN!

I GUESS I'VE DONE JUST ABOUT ALL I CAN!

THERE'S STILL JUST ONE MORE POSSIBILITY...BUT I'M TRYIN' TO PRETEND I NEVER EVEN THOUGHT OF IT...!

WHAT IF... HE JUST DOESN'T WANT ME... DOESN'T NEED ME?

WHAT IF THIS IS CAP'S WAY OF SAYIN'... "DON'T CALL ME, RICK... I'LL CALL YOU!"?

BUT, IF RICK JONES IS HEARTSICK NOW... THINK HOW HE'D FEEL IF HE KNEW THE AWFUL TRUTH...!

I... HAVEN'T GOT... A CHANCE!

SO LONG AS HE HOLDS THE COSMIC CUBE...

WHATEVER HE CAN THINK OF... MUST COME TO PASS!

THE SKULL CAN CONJURE UP NEW MENACES FASTER THAN I CAN OVERCOME THEM!

SOMETHING HAPPENED!! ALL THE CREATURES... ARE GONE!

THERE'S NOTHING LEFT... TO HOLD ON TO!!

I DON'T EVEN KNOW... WHERE I AM --- HOW FAR I'M FALLING...!

EVERY-THING'S CHANGED!

YOU KNOW NOTHING... NOTHING!!

YOU ARE THE MOST TOTALLY, COMPLETELY, THOROUGHLY HELPLESS LIVING BEING WHO HAS EVER EXISTED!

AND I HAVE MADE YOU SO!

OF COURSE IT'S CHANGED, YOU FOOL!

DID YOU THINK I'D ALLOW YOUR FINISH TO BE SO QUICK... SO SIMPLE?

NOW FALL!! FALL, I SAY! FALL TO YOUR DOOM!

YOUR *LIFE*... YOUR *FATE*... ARE IN *MY HANDS!*

...THE VERY HANDS WITH WHICH I *HURL* YOU NOW... *A THOUSAND DIMENSIONS AWAY!*

NO MATTER *WHAT* HAPPENS ...I MUST KEEP *STRUGGLING!*

HE'LL--- *NEVER* HAVE...THE SATISFACTION OF *KNOWING*...

EVEN THOUGH I'M FATED TO LOSE MY *LIFE*...

...THAT.. HE MADE ME.. *CRACK!*

WHY DOESN'T HE **BEG?** WHY DOESN'T HE **PLEAD?**

WHY DON'T HIS HYSTERICAL CRIES FOR **MERCY** ASSAIL MY EAGER EARS?

I **KNOW** HIS VERY **SENSES** MUST BE **REELING**...AND YET... **STILL** HE CLINGS TO **SANITY!**

BUT, TIME IS **ENDLESS**... AND ALL OF IT IS **MINE!**

THEREFORE, I SHALL **YET** PREVAIL!

YOU MUST NOT **ROB** ME OF MY FINAL **VICTORY!**

SOONER OR LATER...I SHALL FIND A WAY...TO **DRIVE YOU MAD!**

...AND THIS IS BUT THE BEGIN-NING!

THAK!

SO! YOU SAVED YOURSELF... BY CATCHING ONTO THE LEG OF A CHAIR!

BUT, SAVED YOURSELF FOR... WHAT?

EVERY PASSING SECOND WILL BRING NEW MENACE..!

SPTAK!

NO! NOT EVEN YOU CAN FIGHT ON--- FOREVER!

BUT, MY ATTACKS ARE STILL TOO *PETTY*...TOO *COMMON-PLACE!*

THEY ARE NOT *WORTHY* OF THE ONE WHO HOLDS THE *COSMIC CUBE!*

I MUST DEVISE SOMETHING FAR MORE *UNIQUE*... FAR MORE *IMAGINATIVE* ....AS TRULY BEFITS THE *RED SKULL!*

I HAVE IT! AT *LAST* I KNOW THE WAY TO *BREAK* YOUR RESOLVE...

...THE WAY TO *CRUSH* YOUR SPIRIT... FOR *ALL TIME!*

FIRST, I MUST *WILL* YOU TO BE RESTORED TO *NORMAL SIZE*...

AND *THEN* COMES...MY *MASTER STROKE..!*

BY THE *POWER* OF THE *CUBE*... I CALL FORTH AN *IMAGE*...

I MUST LEARN THE *IDENTITY* OF THE ONE WHOM YOU MOST *LOVE*... THE ONE YOU MOST *CHERISH!*

AND NOW... AT MY COMMAND... I SUMMON HER FORTH!

SHE SHALL STAND IN A TRANCE... UNSEEING... UNKNOWING!

HAH! IT IS DONE! I HAVE MATERIALIZED THE PERSON OF SHARON CARTER!

NOW, IN ONE ALL-REVEALING MICROSECOND, THE CUBE SHALL SHOW ME HER INNERMOST THOUGHTS...!

SHE IS KNOWN AS SHIELD AGENT THIRTEEN... AND HER HEART IS YOURS!

BUT, NOT FOR LONG, MY HELPLESS PAWN! NO... NOT FOR VERY LONG!

CAPTAIN AMERICA ...PREPARE YOURSELF! PREPARE FOR... MY ULTIMATE REVENGE!

NO LONGER SHALL YOU BE THE FAMED RED-WHITE-AND-BLUE AVENGER...

NO! THE MOMENT HAS COME FOR YOU TO CHANGE!

TO CHANGE!

CHANGE!

CHANGE!

CHANGE!

WHAT GREATER REVENGE CAN THERE BE... THAN *THIS?*

YOU HAVE TAKEN THE *FORM* OF YOUR MOST FEARSOME *FOE*...

...WHILE ALL WHO *SEE* ME MUST NOW BELIEVE *ONE* THING...

I ALONE AM CAPTAIN AMERICA!

...JUST AS *SHE* WILL BELIEVE... AS SHE NOW *AWAKENS!*

WHAT *HAPPENED?* HOW DID I *GET* HERE?

THE *RED SKULL!!* I'VE BEEN *CAPTURED* ...BY THE *SKULL!*

IT'S *ALL RIGHT,* HONEY! HE CAN'T *HARM* YOU...

NOT WHILE *I'M* HERE TO *STOP* HIM!

SHARON! IT ISN'T *SO!* HE *ISN'T* CAPTAIN AMERICA...HE'S *ME!* *HE'S ME!!*

HOLD ME, MY DARLING! DON'T LET HIM COME ANY *CLOSER!*

THE SKULL HAS GONE MAD!

IT'S *HOPELESS!* THERE'S *NO WAY* THAT I CAN *CONVINCE* HER! NO WAY FOR ME TO *STOP* HIM!

BUT... WHAT WILL *HAPPEN* TO HER... AND TO ALL *MANKIND*...WHILE THE WORLD'S *DEADLIEST MENACE* CAN WALK AMONG MEN...AS *CAPTAIN AMERICA?!!*

CONTINUED NEXT ISSUE!

CAPT. AMERICA

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MARVEL™ COMICS GROUP

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CAPTAIN AMERICA™

GUEST STARRING: THE MIGHTY AVENGERS!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

FAR WORSE THAN DEATH!

THE SKULL IS *BEATEN*, DARLING!

HE'LL NEVER HARM *ANY-ONE* AGAIN!

OH, CAP... CAP! THANK HEAVEN YOU'VE MADE HIM *POWERLESS* AT LAST!

IT'S NO USE! *NO USE!*

I CAN *NEVER* MAKE HER REALIZE THAT *I'M* CAPTAIN AMERICA!

THAT THE *RED SKULL* HAS USED THE POWER OF THE *COSMIC CUBE* TO *SWITCH OUR BODIES!*

AND YET, I *MUST* CONVINCE HER! I *MUST!*

SHARON! YOU'RE GIVING YOUR *HEART*... YOUR *TRUST*...TO THE *DEADLIEST MENACE ON EARTH!*

YOU DON'T KNOW WHAT YOU'RE *DOING*...!

THRILLS BEYOND COMPARE
By:
STAN (THE MAN) LEE
and
GENE (THE DEAN) COLAN

INKING:
JOLTIN' JOE SINNOTT

LETTERING:
SWINGIN' SAMMY ROSEN

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LET'S GO, HON!

HE CAN BABBLE ALL THAT HE WANTS TO...

NOW THAT HIS CLAWS HAVE BEEN CLIPPED!

NO...I'M ONLY MAKING THINGS WORSE! THERE'S NO REASON...FOR HER TO BELIEVE ME!

SHARON! WAIT! GIVE ME TIME...!

I'LL FIND A WAY TO PROVE I'M TELLING THE TRUTH!

AND...I CAN'T EVEN GO AFTER HIM!

THERE'S NO WAY...TO FIGHT HIM...

...SO LONG AS HE POSSESSES... THE COSMIC CUBE!

SLAM!

EVEN THOSE OF YOU WHO CARELESSLY MISSED OUR PREVIOUS ISH SHOULD BE ABLE TO PICK UP THE THRILLING THREADS OF THE TALE BY NOW...AND SO... ONWARD...

SINCE THE GULLIBLE FEMALE HAS SERVED HER PURPOSE...I NO LONGER NEED HER... AT THIS MOMENT!

I DO HAVE TO REPORT BACK TO SHIELD NOW!

I'M SO GLAD... YOU'RE NOT ANGRY ANY MORE!

IT'S THE REVENGE HE'S ALWAYS WANTED!

HE'S IMPRISONED ME IN THE ONE TRAP FROM WHICH THERE'S NO ESCAPE!

THE TRAP OF...HIS OWN HIDEOUS FORM!

EVEN THOUGH THE SKULL IS HELPLESS NOW...PERHAPS I'D BETTER DOUBLE BACK AND DELIVER HIM TO THE LAW PERSONALLY, SHARON!

ANGRY? SOMETHING MUST HAVE HAPPENED BETWEEN THEM THAT I DON'T KNOW ABOUT!

BUT *WE* KNOW THAT THE *REAL* CAP WAS HURT LAST ISH WHEN SHARON REFUSED TO *RESIGN* FROM SHIELD AT HIS REQUEST!

ANYWAY, BACK TO OUR EPIC...

THEIR *RELATIONSHIP* IS NO LONGER ANY CONCERN OF *MINE!*

...SINCE *CAPTAIN AMERICA* CAN NEVER OPPOSE ME *AGAIN!*

BUT *NOW*... LEST THE DOOMED FOOL THINKS I HAVE *FORGOTTEN* HIM...

...THE POWER OF THE *COSMIC CUBE* SHALL SHOW HIM *OTHERWISE*...!

THEN, AT THE SAME SPLIT-SECOND AS THE *REAL* RED SKULL MERELY *THINKS* A RANDOM THOUGHT...

SOMETHING... IS *HAPPENING* ...TO ME!

I'M BEING... *SWEPT AWAY*... BY SOME STRANGE, *INVISIBLE FORCE!*

I'VE BEEN INSTANTANEOUSLY *TRANSPORTED*... TO A LONELY GOVERNMENT *TESTING LAB!*

IT CAN ONLY BE... THE DOING OF THE *COSMIC CUBE!*

TESTING LAB

BUT *WHY?* WHY DID THE SKULL *WILL* ME HERE?

WHATEVER HIS REASON--- HE'S PROBABLY *WATCHING* ME RIGHT *NOW!*

---*ENJOY-ING* THE FACT THAT SO LONG AS I'VE TAKEN ON *HIS APPEARANCE!*

I'M IN DANGER OF BEING *SHOT ON SIGHT!*

TO *ANY* ALERT, ARMED *GUARD*...

THE SIGHT OF THE *RED SKULL,* AT A PLACE LIKE *THIS*...

CAN ONLY MEAN *ONE* THING!

AND, AS THOUGH TO *PROVE* THE TRUTH OF THE DESPERATE AVENGER'S WORDS---

HARRY--- LOOK!! OVER *THERE*... BEHIND THAT *TREE..!*

I'D KNOW 'IM *ANYWHERE*...

IT'S THE *RED SKULL!*

THEY *SEE* ME! I'VE GOT TO *RUN* FOR IT!

STOP! STOP...OR WE'LL *SHOOT!*

ALL THE *DEFEATS* I'VE SUFFERED AT THE HANDS OF CAPTAIN AMERICA ARE AS *NOTHING*---

COMPARED TO THE INEXPRESSIBLE, INDESCRIBABLE *TRAP OF DEATH* INTO WHICH I HAVE HURLED HIM!

BUT, IT'S NOT *ENOUGH!*

THE GUARDS MAY YET *HOLD* THEIR FIRE!

I MUST MAKE *CERTAIN* THAT HIS *DOOM* IS SEALED!

THUS, ONCE *AGAIN,* THE INFALLIBLE *COSMIC CUBE* SHALL DO MY BIDDING...!

AND, EVEN AS THE *SKULL* PREPARES HIS *NEXT* MIRACULOUS MOVE---

KRAK!

DON'T TAKE ANY *CHANCES* WITH 'IM!

HE'S ONE OF THE MOST *DANGEROUS* MEN ALIVE!

I WAS A *FOOL* TO RUN!

I *RATTLED* THEM SO...THEY'D RATHER *FIRE* THAN *FACE* ME!

I *THOUGHT* I HEARD SHOOTING!

THAT'S THE *RED SKULL* OUT THERE!

HE MUST BE AFTER OUR *NEW DEVICES!*

QUICK! THROW THE *EMERGENCY SWITCH*... IT'LL SLIDE OUR UNIT *BELOW* GROUND LEVEL!

NO SOONER ARE THE MEN AND MACHINES SAFELY LOWERED BENEATH TONS OF *CONCRETE*, WHEN---

BLURP!

BOOM!

DIDJA SEE *THAT?* HALF OF THE *INSTALLATION* ...WENT UP IN *SMOKE!*

SO *THAT'S* WHAT THE SKULL WAS *UP* TO!

NO! IT WASN'T *ME!* I HAD NOTHING TO *DO* WITH IT!

SURE...SURE! IT WAS THE BAD OL' WICKED *WITCH* WHO DID IT!

CAN'T LET THEM TAKE ME *IN!*

THEN THERE'LL BE *NOBODY* LEFT TO SUSPECT THE *REAL* SKULL!

ZAK!

I MAY BE IN THE WRONG *BODY*...

BUT I STILL HAVE MY OLD *BATTLE SKILL!*

SORRY, ABOUT THIS, MEN!

BUT THERE'S *MORE* AT STAKE THAN JUST YOU AND *ME*...

AND THERE'S *NO WAY* I CAN *CONVINCE* YOU RIGHT NOW!

THERE'S ONLY *ONE* THING IN MY FAVOR..!

THE SKULL IS PROBABLY *ENJOYING* THIS TOO MUCH TO WANT IT TO *END!*

SO LONG AS HE HOLDS THE *CUBE,* HE FEELS I'M *DOOMED*...

SO HE'D RATHER KEEP GIVING ME ENOUGH *ROPE*... THAN *FINISH* ME RIGHT NOW!

AND THAT'S JUST THE WAY I *WANT* IT!

SO LONG AS I'M *ALIVE*... I'VE GOT A *CHANCE,* NO MATTER HOW SMALL!

SOONER OR LATER...HE MAY MAKE *ONE* SLIP... AND WHEN HE *DOES*...

THE *REAL* CAPTAIN AMERICA WILL *FIGHT*... AS NEVER BEFORE!

AN EMPTY *CAR!* JUST WHAT I *NEED!*

MEANWHILE, IN THE HEART OF THE CITY---

NO NEED TO KEEP *WATCHING* MY DESPERATE ENEMY EVERY MINUTE!

I CAN CONTROL HIM *ANY TIME, ANY PLACE*... SO LONG AS I HAVE THE *CUBE!*

MOMMA ---ISN'T THAT ---*CAPTAIN AMERICA?*

IT CERTAINLY *IS,* DEAR!

TAKE A *GOOD* LOOK AT HIM, CHILD ...THAT'S *ONE* MAN WITH *SOUL!*

SO *THIS* IS HOW IT FEELS TO BE A *HERO!*

THE ADORATION OF THE UNTHINKING *MASSES* MAY BE FLATTERING TO *SOME*...

BUT, AS FOR *ME*...

IT ISN'T THEIR *AFFECTION* I WANT---IT'S THEIR *SERVITUDE!*

THE *STRONG* ALONE MUST BE *MASTER*... AND ALL OTHERS--- THE *SLAVES!*

JUST AS THE *FUEHRER* DECREED ...TWO DECADES AGO!

BUT NOW, HITLER IS *DEAD*...AND THE *RED SKULL* HOLDS GREATER *POWER* THAN EVEN *HE* COULD HAVE DREAMED!

IN TRUTH, IT IS *I* WHO SOON SHALL BE *FUEHRER* OF ALL MANKIND!

HEY...WADDAYA *KNOW!*

IT'S *CAPTAIN AMERICA* HIMSELF!

IT'S THE *RED SKULL!* HE BLEW UP A GOVERNMENT *TESTING LAB*... THEN MADE GOOD HIS *ESCAPE!*

AND I'VE A HUNCH THAT'S WHY YOU'RE *HERE!*

WE JUST HAD A *REPORT* ABOUT YOUR OLD *ARCH-ENEMY,* CAP!

A GOOD *GUESS,* OFFICER!

I'M HERE TO TELL YOU WHERE TO *FIND* HIM!

YOU CAN *INTERCEPT* HIM ON *ROUTE 104*, LONGRIDGE ROAD... HEADING TOWARDS THE *MERRITT PARKWAY!*

HOW DO YOU *KNOW*, CAP?

IF I *TOLD* YOU, I DOUBT YOU'D *BELIEVE* IT!

...WHICH IS POSSIBLY THE *UNDERSTATE-MENT* OF THE CENTURY!

WITHIN A MATTER OF SECONDS, THE *ALL-POINTS BULLETIN* IS RADIOED THRUOUT THE EASTERN STATES... AS THE NET DRAWS *TIGHTER* AROUND THE DES-PERATELY FLEEING AVENGER...

INTERCEPT RED SKULL

EVEN THOUGH *EVERYTHING* IS AGAINST ME...

EVEN THOUGH I HAVE ANOTHER MAN'S *FACE* AND HIS *FORM*...

EVEN THOUGH HE POSSESSES THE INVINCIBLE *COSMIC CUBE*...

I *HAVE* TO KEEP *TRYING*... TO KEEP *FIGHTING*...

IT'S THE ONLY WAY I *KNOW!*

A *BARRICADE*... THROWN ACROSS THE ROAD!

I *SWERVED* JUST IN TIME TO *MISS* IT!

IT'S A *ROAD BLOCK* ...AND THEY'VE *SPOTTED* ME!

104

POLICE DEP. STAMFORD

CAN'T STOP *NOW!*

I'LL *NEVER* BE ABLE TO PROVE WHAT'S *HAPPENED* TO ME IF I'M THROWN BEHIND *BARS!*

MY ONLY CHANCE IS TOTAL *SURPRISE!*

THEY'LL *NEVER* EXPECT ME TO HEAD FOR THAT *EMBANKMENT!*

...WHICH IS *JUST* WHAT I'VE GOT TO *DO!*

BKOW!

SPTWEEEE

IF I CAN MAINTAIN ENOUGH *SPEED*... THE *CENTRIFUGAL FORCE* WILL KEEP ME FROM *FALLING*...

...UNTIL I CAN RACE DOWN *BEHIND* THEM!

SKRUU

SPTINNG!

MADE IT!

BUT I'M NOT OUT OF THE WOODS YET!

I'VE GOT A HEAD START ON THEM FOR NOW...

BUT THEY'RE SURE TO RADIO AHEAD OF ME...AT THE NEXT HIGHWAY TOLL STATION!

STILL, THERE'S NOTHING I CAN DO ABOUT IT! I'VE GOT TO KEEP GOING!

WHEN I THINK OF SHARON ...TRUSTING THAT...

NO! NO! I HAVE TO PUT IT... OUT OF MY MIND!

RADIO FOR ANOTHER ROAD BLOCK AT TOLL BOOTH FIVE!

MEANWHILE, WE'LL TAKE OFF AND TRY TO NAB HIM!

LOOK SHARP, BILL...THAT CREEP'S A KILLER!

THAT'S WHY HE MUSTN'T GET AWAY!

I STILL DON'T GET IT!

WHY WOULD THE SKULL PUT HIMSELF OUT ON A LIMB LIKE THIS?

FROM ALL I'VE READ ABOUT 'IM, IT'S JUST NOT HIS STYLE!

WEEEEEEE

POLICE STAMFORD

YOU'RE RIGHT, MAC! HE'S USUALLY GOT A POCKET-SIZED ARMY BACKING HIM UP!

...WITH A DOZEN ESCAPE ROUTES ALL WORKED OUT IN ADVANCE!

WELL, IF HE WANTS TO CHANGE HIS TACTICS, IT'S NO SKIN OFF OUR NOSES!

IF I CAN JUST MAKE IT PAST THE *TOLL STATION* AHEAD---

I'LL HAVE AN EVEN CHANCE OF *LOSING* MYSELF ALONG ONE OF THE *SIDE ROADS* BEYOND!

BUT I CAN'T AFFORD THE SLIGHTEST *SLIP-UP*...

NOT WITH THE WAY THAT *PATROL CAR* IS BREATHING DOWN MY NECK!

HE'LL *HAVE* TO SLOW DOWN NOW---

THE TRAFFIC'LL START *THICKENING* AS THEY NEAR THE TOLL BOOTHS!

WEEEEEEEEE

HE'S *HANDLING* THOSE WHEELS LIKE THEY'RE *PART* OF HIM!

GUESS *AGAIN*, MAC!

SCRREEE!

VROOOOMM

CAN'T KEEP IT UP MUCH *LONGER!*

I'VE BEEN LUCKY *SO* FAR... BUT THE PACE IS *KILLING!*

I'VE NEVER SEEN *ANY-ONE* DRIVE LIKE THAT---

..'CEPT FOR THOSE OLD *WORLD WAR TWO MOVIES* THAT USED TO SHOW *CAPTAIN AMERICA* DOIN' HIS THING ON A SPEEDING *CYCLE!*

THE *RED SKULL* ...REMINDING YOU OF *C.A.?*

MAN! THAT'S ONE FOR THE BOOKS!

WEEEEEEEEE

THEY'RE *WAITING* FOR ME AT THE *TOLL* UP AHEAD...

AS I *KNEW* THEY'D BE!

NOW, EVERYTHING DEPENDS ON HOW *CROWDED* THE OTHER *LANE* WILL BE---!

GET SET! HERE HE COMES!

DOESN'T LOOK LIKE HE PLANS TO STOP!

HE'S GOT TO STOP! HE'S GOT NO CHOICE!

TOLL

25¢

But the man behind the wheel of the madly-hurtling car thinks DIFFERENTLY---

IT'S WORTH A CHANCE! THERE'S ONLY ONE CAR IN THE OTHER LANE!

NOW!

KA-DOW!

ZRAK!

SPANG!

TOLL

MADE IT!

KLANG!

NOW! IF I CAN JUST REACH A SIDE ROAD IN TIME!

PTWEE

MEANWHILE, AT THE WORLD-FAMOUS *HEADQUARTERS* OF THE MIGHTY *AVENGERS*...

IF IT'S ALL THE SAME TO *YOU* GENTS...

I'D RATHER BE WATCHING *JULIA!*

I DON'T *LIKE* IT! THE *RED SKULL* IS HEADING THIS WAY!

WHAT'S THE BIG *DEAL?*

WE OUGHTTA BE ABLE TO *TAKE* 'IM!

THAT'S NOT THE POINT!

WHAT'S HAPPENED TO *CAP?* WHY ISN'T *HE* AFTER HIM?

THAT'S WHAT *I'VE* BEEN *SAYING...!*

THERE'S GOTTA BE A *REASON* WHY WE HAVEN'T *HEARD* FROM HIM YET!

AND *I'M* GONNA FIND OUT WHAT IT *IS!*

WATCH OUT FOR THE *SKULL,* RICK!

DON'T TRY TO FACE HIM *ALONE!*

THEY *STILL* THINK I'M TOO *YOUNG* TO BE MUCH *HELP* TO ANYONE!

WELL, I'LL JUST PROVE HOW *WRONG* THEY ARE!

AND THIS IS AS GOOD A TIME AS ANY TO *START!*

WHERE ARE YOU *GOING*, MASTER RICK?

OUT TO CONTACT THE *TEEN BRIGADE!*

IF CAP'S BEEN SIGHTED *ANYWHERE* IN THE AREA, THEY'LL *KNOW* ABOUT IT!

BEST THING I EVER *DID* WAS TO ORGANIZE THOSE *HAM RADIO* BUFFS!

I WONDER IF MY FRANTICALLY-FLEEING *FOE* SUSPECTS I'M WATCHING HIS EVERY *MOVE* THRU MY GLISTENING *CUBE?*

LATER, IN A LONELY SECTION OF CENTRAL PARK...

CAP! THE BRIGADE *SAID* YOU WERE LAST SEEN ENTERING THE PARK!

WHY DIDN'T YOU *TELL* ME YOU WERE COMING HERE?

HUH? WHO'S *THAT?*

SOMEONE *CALLING* ME!

FOR A MINUTE I THOUGHT IT WAS *BUCKY*... COME TO *LIFE* AGAIN!

WHAT *IS* IT? WHAT DO YOU *WANT* HERE?

I...I CAME TO *HELP* YOU...!

SINCE WHEN DO *I* NEED THE HELP OF A TEENAGE *BRAT?*

GET *OUT* OF HERE! IF I *NEED* YOU, I'LL *SEND* FOR YOU!

AND DON'T HOLD YOUR BREATH *WAITING!*

HE..HE NEVER *TALKED* TO ME... LIKE THAT BEFORE..!

GOOD RIDDANCE!

I DO NOT LIKE MY *REVERIES* TO BE DISTURBED!

AH! MY UNWILLING *VICTIM* APPROACHES THE HEAD-QUARTERS OF...THE *AVENGERS!*

AND I'LL NEVER GIVE 'IM THE *CHANCE*... TO DO IT *AGAIN!*

GUESS I WAS A *FOOL*... TO THINK A GUY LIKE *ME*... COULD FILL THE SHOES OF *BUCKY BARNES!*

SORRY, CAP... SORRY THAT I *BOTHERED* YOU!

AND, AT THAT VERY *INSTANT*...

DOESN'T HE *KNOW* WE HAVE AN ELECTRONIC *VIDEO SENTRY SYSTEM?*

HEADS UP, AVENGERS!

HE'S HEADING FOR THE *GYM!*

I'LL BET I COULD TAKE 'IM *ALONE*... WITHOUT CHANGING SIZE!

MAYBE SO! BUT IT COULD BE A *TRICK!*

WE'D BETTER FACE HIM AT *FULL STRENGTH!*

OKAY, YJ---THEN EVERYONE *STAND BACK..!*

IT'S A *LONG SHOT*... BUT MAYBE *PYM,* OR *STARK,* OR *ANY* OF THEM CAN FIND AN *ANTIDOTE* FOR WHAT'S *HAPPENED* TO ME!

THAT IS... IF THEY CAN BE *CONVINCED* OF WHO I REALLY *AM!*

GYM

HOLD IT RIGHT THERE, SKULL!

WE DON'T KNOW WHAT YOU'RE UP TO, BUT YOU WON'T FIND THE AVENGERS NAPPING!

I'M NOT THE SKULL!

CAN'T YOU TELL? CAN'T YOU SENSE IT?

I'M ONE OF YOU! I'M CAPTAIN AMERICA!

EITHER THE RED SKULL HAS TAKEN LEAVE OF HIS SENSES...

OR ELSE, HE HAS THE TEMERITY TO BELIEVE THAT WE HAVE LOST OUR REASON!

IT WON'T WORK MISTER!

YOU DON'T CATCH US OFF-GUARD WITH A YARN LIKE THAT!

STRANGE! HE ALMOST SOUNDS AS IF HE MEANS IT!

NOW LEVEL WITH US, AND FAST...

OR MY NEXT STINGER RAY BLAST WILL BE CLOSER TO THE MARK!

ZAT!

IF I WERE THE RED SKULL... WHY WOULD I COME WALKING IN HERE LIKE THIS?

NO! NO!

YOU'VE GOT TO LISTEN TO ME!

THAT'S JUST WHAT *WE* WERE WONDERING...

AND WHAT WE INTEND TO FIND *OUT*...*ONE* WAY OR THE *OTHER!*

THAK

NOW START TALKING SOME *SENSE*, HEAR?

DON'T *DO* IT! DON'T MAKE ME *FIGHT* YOU...!

THIS ISN'T WHAT I *WANTED!*

I CAME HERE FOR *HELP*...

BECAUSE I HAD NO PLACE ELSE TO *TURN!*

BUT NOW I *SEE*...HOW *USELESS* IT IS!

HOW CAN I MAKE *YOU* BELIEVE...?

...WHEN *I'D* REACT THE VERY SAME *WAY*... IF OUR POSITIONS WERE *RE-VERSED!*

BUT THEY'RE *NOT* REVERSED, BONE-HEAD!

THE WAY *I* FIGGER IT, YOU'RE PULLIN' A *STALL*...

AND THERE'S NOT A *ONE* OF US WAS BORN *YESTERDAY!*

...TRYIN' TO KEEP US BUSY *HERE*, WHILE SOMETHING *MORE* IMPORTANT IS TAKIN' PLACE SOMEWHERE *ELSE!*

BUT WE'RE NOT *BUYIN'!!*

HAVE TO *PROTECT* MYSELF... WITHOUT *HARMING* GOLIATH!

IF I CAN JAB THE RIGHT *NERVE*... JUST OVER HIS *EYE*...!

THTP!

IT *WORKED!* ...CAUSED INSTANT *NUMBNESS* IN HIS LIMBS...CAN'T *HOLD* ME ANY LONGER!

BUT...THERE *BELOW* ME... THE *VISION* IS WAITING...!

I SALUTE YOUR *BATTLE SKILL*... AND MUST ADMIT A GRUDGING ADMIRATION FOR YOUR *COURAGE*, SKULL!

FEW WHO LIVE WOULD DARE TO FACE THE *AVENGERS* SINGLE-HANDED!

BUT *STILL*... YOU ARE AN *ENEMY*...

AND MUST *BE TREATED* SO... BY ONE AND ALL!

IT IS DONE!

WHEN HE REGAINS CONSCIOUSNESS, HE IS CERTAIN TO BE FAR MORE DOCILE!

BUT-- WAIT! THE LOUDSPEAKER SUMMONS US!

ATTENTION, AVENGERS! REPORT TO SHIELD! URGENT! URGENT!

THAT'S IT! PLAY TIME'S OVER!

TIE HIM UP TILL WE RETURN!

I'LL CLUE JARVIS IN ON WHAT HAPPENED... JUST IN CASE!

HOW INGENIOUS IT WILL BE...IF HE PERISHES AT THE HAND OF THE ONE WHO LOVES HIM MOST!

WELL, WELL, WELL! SO THE AVENGERS HAVE CAPTURED THE BIG, BAD RED SKULL!

BUT, I CAN'T JUST LET HIM LIE THERE... THAT WOULD BE TOO DULL!

I'LL WILL HIS LADY LOVE TO VISIT THE BUILDING...

...BECAUSE I'VE FINALLY DECIDED HOW MY ACCURSED FOE SHALL DIE!

NO, MA'AM... CAPTAIN AMERICA HAS NOT RETURNED!

THE SKULL? THEN I MUST SEE HIM...AT ONCE!

BUT THE AVENGERS HAVE MADE THE RED SKULL THEIR CAPTIVE!

A STRANGE FEELING HAS COME OVER ME...

GYMO

A FEELING THAT I MUST FACE THE SKULL ...AND THEN... DESTROY HIM!

SHARON! IT'S YOU! YOU'VE COME BACK!

LISTEN TO ME, MY DARLING!

DON'T TRUST YOUR EYES.. YOUR EARS... LISTEN WITH YOUR HEART..!

SHARON! WHAT ARE YOU...? NO! NO!

EVERY INSTINCT TELLS ME I MUST SQUEEZE THE TRIGGER...

I HAVE NO CHOICE... IT'S A TOTAL, ALL-CONSUMING COMPULSION!

AND YET... I CAN'T... I CAN'T... I CAN'T!!

I'VE FAILED!!

I SHOULD HAVE KNOWN... THE ONLY THING WHICH NOT EVEN THE CUBE CAN OVERCOME...

...IS THE EMOTION OF... LOVE!

BUT NO MATTER! THERE IS ANOTHER FATE WHICH SHALL BE EQUALLY SUITABLE FOR HIM...!

AND SO, I'LL NOW TRANSPORT HIM TO THE ONE PLACE THAT MEANS INSTANT DEATH FOR THE RED SKULL...

...TO THE ISLE WHERE THOSE I HAVE BETRAYED... THOSE WHO HATE ME MOST... AWAIT MY COMING!

TO THE ISLE OF NO ESCAPE ...WHERE DWELL...

NEXT THE EXILES!

CAPT. AMERICA

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MARVEL™ COMICS GROUP

CAPTAIN AMERICA™

APPROVED BY THE COMICS CODE AUTHORITY

THE COMING OF THE FALCON!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

THE COMING OF... THE FALCON!

SO FAR, THE *REAL* CAPTAIN AMERICA, TRAPPED WITHIN THE *RED SKULL'S BODY*, HAS MANAGED TO SURVIVE MY EVERY TRAP! BUT *THIS* TIME HE IS *DOOMED*...AS I SEND HIM TO THE ISLE WHERE THOSE WHO HATE ME *MOST* AWAIT THEIR DAY OF *VENGEANCE!* THE ISLE OF...

THE EXILES!

THE *RED SKULL*... THRU THE POWER OF HIS *COSMIC CUBE*...IS HURLING ME THRU SPACE ...TO *WHERE?*

STORY and ART:
STAN (THE MAN) LEE
and
GENE (THE DEAN) COLAN

JOE SINNOTT, EMBELLISHER

SAM ROSEN, LETTERER

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AN *ISLAND*... LONELY AND DESOLATE... SOMEWHERE IN THE *TROPICS!*

IT MUST BE ONE OF THE *MANY* REMOTE AREAS WHERE THE SKULL HAS HIDDEN *BASES!*

EVEN AS I *LAND* HERE... I CAN ALMOST *FEEL* HIS EYES UPON ME...

HE'S *WATCHING*... *SCHEMING*... *REVELLING* IN MY HELPLESS-NESS!

BUT *LET* THE MADMAN GLOAT... WHILE HE *CAN!*

SOONER OR LATER, HE'S BOUND TO MAKE A *SLIP*...

AND WHEN HE *DOES*... I'LL BE READY AND WAITING ...TO *STRIKE BACK!*

HE HASN'T *YET* LOST FAITH! WHY CAN'T I CRUSH HIS *SPIRIT?*

BUT, NO MATTER! NOT EVEN HIS INDOMITABLE *WILL* CAN SAVE HIM *NOW!*

NOTHING CAN SAVE HIM...FROM THOSE WHO ARE *COMING!*

I HEAR *VOICES...* COMING *CLOSER...* IN THE DISTANCE!

THE ACCURSED *SKULL* THOUGHT HE HAD SEEN THE *LAST* OF US WHEN HE *MAROONED* US UPON THIS BARREN ISLE!

BUT SOON WE SHALL BE *FREE* OF THIS WRETCHED PLACE ...FREE TO SEEK OUR DEADLY *REVENGE!*

THERE IS NO PLACE ON *EARTH* WHERE HE CAN HIDE FROM US!

NO PLACE ON *EARTH* WHERE HE CAN BE SAFE ... WHERE THE SKULL CAN *ESCAPE* THE COMBINED POWER OF ...*THE EXILES!*

IT WAS *WE* WHO FOUND THE ALL-MIGHTY *COSMIC CUBE!*

IT IS *WE* WHO MUST SHARE ITS SUPREME, EARTH-SHATTERING *POWER!*

AND SHARE IT WE *SHALL*, CADAVUS! SO WE HAVE *SWORN!*

THE SKULL WILL NOT *ESCAPE* US!

ONLY THE RED SKULL'S *DEATH* CAN GIVE US OUR TOTAL *TRIUMPH!*

SO *THAT'S* WHY HE SENT ME TO THIS SPOT!

IF THEY *FIND* ME...I'M *DONE FOR!*

THE *TREE*... SHAKING LOOSE FROM *BENEATH* ME!

IT'S *MORE* OF HIS DOING! HE'S STILL *WATCHING!* HE *WILLED* IT!

LOOK! FALLING FROM THE UNDERBRUSH ...*AHEAD* OF US...!

THEY *SEE* ME!

IT'S *HIM!!* IT'S ALMOST AS THOUGH...WE *WILLED* IT TO HAPPEN!

TRICK OR *NOT*... HE WILL NEVER *LEAVE* HERE...*ALIVE!*

CAREFUL! IT MUST BE A *TRICK!* WHY WOULD HE *COME* HERE THIS WAY...*ALONE*... *UNARMED?*

NO USE EVEN *TRYING* TO CONVINCE THEM THAT I'M NOT THE *REAL* RED SKULL!

THEY'D NEVER *BELIEVE* IT!

IT WAS *YOU* WHO TAUGHT ME TO MAKE A LETHAL *WEAPON* OF MY SCARF!

SO NOW IT IS *YOUR* TURN TO FEEL ITS DEADLY *STING!*

SO...THERE'S NOTHING TO DO... BUT *FIGHT*, FOR MY LIFE!

I WILL ATTACK HIM *FIRST!*

HE DOESN'T *REALIZE* THAT WE'VE BOTH FOUGHT *BEFORE!*

I REMEMBER BALDINI'S *SKILL*...AND HIS *WEAKNESS!*

AT THE INSTANT HIS SCARF MAKES *CONTACT*...

HE MUST *LOOSEN* HIS GRIP... FOR TOTAL *MOBILITY!*

AND, AT THAT VERY *SPLIT-SECOND*...

...*I STRIKE!*

I SHALL FINISH HIM...WITH A *SINGLE* SHOT!

SHOOSST!

NO, CHANG!

MY *MURDER CHAIR* WILL DO IT *BETTER!*

I WAS *READY* FOR THAT ONE!

BUT HOW *LONG* CAN I KEEP DODGING HIS INEXHAUSTIBLE *BLASTS?*

MY ONLY HOPE IS TO *STOP* THE BLASTS...

BY MAKING IT IMPOSSIBLE FOR HIM TO *SEE!*

BUT BLINDING HIM WITH THIS *SAND* STILL ISN'T *ENOUGH*...

NOT WHILE *CHANG* IS HOLDING HIS *GUN!*

THE *CHAIR!* IF I CAN *REACH* IT FAST ENOUGH...

MADE IT!

KRAK!

CADAVUS! ROLL AWAY! HE IS ABOUT TO---

ARHHH!

YOU MOVE *FASTER* THAN EVER, SKULL---

BUT NOT FAST ENOUGH TO EVADE *ALL* THE EXILES!

SNAP!

GRUNING--- BEHIND ME!

WHILE, FROM THE *FRONT---*

NOW WE HAVE YOU---

IT WILL BE *IRON-HAND HAUPTMANN* WHO SLAYS THE RED SKULL!

WHAT A MAGNIFICENT STROKE OF SHEER *GENIUS* ON MY PART!

NOT ONLY WILL HE *DIE*... BUT HE WILL FALL IN THE *GUISE* OF HIS MOST HATED *FOE!*

NO NEED TO WATCH HIS *FINAL MOMENTS*...

SUCH SORDID SIGHTS *DEPRESS* ME!

AND, THERE IS STILL A *WORLD* FOR ME TO WIN!

BUT, EVEN AS THE *REAL* SKULL TURNS TRIUMPHANTLY AWAY...

HAUPTMANN... LOOK OUT!

A *FALCON!* IF... THOSE *CLAWS* HAD STRUCK MY *FACE...!*

HE TURNED *AWAY!*

IF I CAN LASH OUT *FAST* ENOUGH...

IT'LL TAKE MORE THAN AN *IRON HAND* TO SHIELD YOU FROM *THIS!*

KRAK!

YOU HAVE BEEN *LUCKY*, SKULL!

BUT YOUR *LUCK* CANNOT HOLD OUT *FOREVER!*

NOT AGAINST THE UNBREAKABLE GRIP OF *KRUSHKI!*

SCREE!

NO! *NO!* IT IS THE ACCURSED *BIRD* AGAIN!

WHUFF!

OKAY, KRUSHKI ...YOU'VE *HAD* IT!

THAT'S THE *SECOND* TIME THE FALCON GOT ME A *BREATHER!*

IT'S ALMOST AS THOUGH HE *KNOWS* WHAT HE'S DOING... AS THOUGH HE'S ACTING UNDER *ORDERS!*

NOW... IF I CAN JUST MAKE IT TO THE *UNDERBRUSH...!*

HE'S *LEAVING*... LIKE SOMEONE WHO KNOWS THAT HIS JOB IS *DONE!*

BUT THEY'LL BE *SEARCHING* FOR ME AGAIN IN *MINUTES!* I STILL HAVE TO...

SAY! I JUST *REALIZED* SOMETHING...!

THIS GROTESQUE *SKULL FACE* IS REALLY JUST A *MASK!*

CHANCES ARE...THE *EXILES* HAVE NEVER EVEN *SEEN* THE FACE BENEATH!

SO, IF I JUST *REMOVE* IT...

I SHOULD HAVE THOUGHT OF THIS *LONG* AGO!

I WOULDN'T HAVE HAD TO WORRY ABOUT THE *POLICE*... OR ANYONE!

NOBODY WOULD EVER RECOGNIZE THE SKULL WITHOUT HIS *MASK!*

AND YET... WHAT IF THE EXILES *HAVE* SEEN HIS FACE!

I CAN'T AFFORD TO *CHANCE* IT!

BUT, IF I CAN USE THIS *CLAY* PROPERLY...I WON'T *HAVE* TO...

IT'LL FURNISH A PERFECT *BASE* FOR A MAKESHIFT *DISGUISE!*

MEANWHILE, BACK IN NEW YORK---

STARE, YOU FOOLS! STARE AT YOUR HERO, CAPTAIN AMERICA!

LITTLE DO YOU DREAM THAT MY EXILES HAVE ALREADY WRITTEN FINIS TO HIS MISERABLE CAREER!

BUT I AM NOT SOME COSTUMED ODDITY... SOME COLORFUL FREAK TO BE GAPED AT BY THE UNDESERVING MASSES!

TAXI! WAIT!

CAPTAIN AMERICA?!!

HEY, I THOUGHT YOU GUYS JUST KINDA FLEW THRU THE AIR!

THERE IS NO NEED TO THINK! JUST DRIVE!

THE GRINNING, WAVING, SIMPERING PUBLIC! HOW I DESPISE IT!

IF ONLY THEY KNEW...AS I BENIGNLY SMILE AT THEM...

THEY SOON SHALL BE MY HELPLESS SLAVES!

FOR, SO LONG AS THE COSMIC CUBE IS MINE---

THERE IS NOTHING BEYOND THE GRASP OF THE RED SKULL!

RAD CITY

KIRK DOUGLAS- BROTHERHOOD

AND IT SHALL BE MINE... FOREVER!

I HAVE NO *MONEY* WITH ME... BUT IF YOU WILL GIVE ME YOUR NAME AND ADDRESS...

THAT'S OKAY, CAP! IT'S A *PLEASURE* TO GIVE A GUY LIKE *YOU* A FREE RIDE! JUST *FORGET* IT, PAL!

PRECISELY WHAT I *INTEND* TO DO, YOU HERO-WORSHIPPING *SIMPLETON!*

LOOK! ACROSS THE STREET! IT'S *CAPTAIN AMERICA!*

HE MUST BE REGISTERING AT THE *HOTEL!* HOW *ABOUT* THAT!

WELL, I GUESS HE'S GOTTA BED DOWN *SOMEWHERE!*

STRANGE... I NEVER THOUGHT CAPTAIN AMERICA WOULD *SWAGGER* SO!

ALMOST AS IF HE *REVELS* IN THE ATTENTION OF THE PUBLIC!

CAPTAIN AMERICA! ARE YOU GOING TO BE STAYING *HERE?*

WHY *NOT?* ISN'T IT THE *BEST* HOTEL IN TOWN?

FEEL HIS *MUSCLES*, GALS! IT'LL MAKE A GREAT *PIC!*

OHHH!

ENJOY IT WHILE YOU *MAY*, MY DEAR!

FOR SOON YOU WILL *BOW* TO ME, INSTEAD!

CLICK!

CLICK!

CLICK!

TAKE *ALL* THE PICTURES YOU WISH!

FOR, LITTLE DO YOU *DREAM* THAT YOU ARE MERELY PERPETUATING THE SHALLOW MEMORY OF... A *DEAD* MAN!

I COULD *OBLITERATE* THEM *ALL*... IN LESS THAN A *SECOND*... MERELY BY *WILLING* IT!

BUT IT WOULD BE TOO *SIMPLE*... TOO SWIFT...TOO *UNSATISFYING!*

SINCE I *KNOW* THAT THE POWER IS MINE, I CAN AFFORD TO *WAIT*... TO BIDE MY TIME!

I MUST FIND THE *PERFECT MOMENT!*

MEANWHILE, I'LL ALLOW THEM TO *FAWN* OVER ME... JUST AS THE WHOLE *HUMAN RACE* SHALL LEARN TO DO!

THIS IS *GREAT*, CAP!

NOW FLEX YOUR *BICEPS* A LITTLE, HUH?

I DON'T *GET* IT! HE WAS ALWAYS *CAMERA-SHY!*

ANYONE CAN CHANGE! COULD BE THAT ALL THE *PUBLICITY* HAS GONE TO HIS *HEAD!*

WHAT ABOUT YOUR NEW, TEENAGE *SIDEKICK*, CAP?

SIDEKICK? CAPTAIN AMERICA NEEDS *NO* SIDE-KICK!

THEN THAT WHOLE *BIT* WITH THE YOUNG-STER IN A *BUCKY BARNES* COSTUME WAS JUST A *PUBLI-CITY STUNT*... IS THAT IT?

SURE, SURE! CALL IT WHAT YOU *WANT* TO!

I'D BETTER *END* THIS NOW!

THE QUESTIONS ARE BECOMING TOO *PERSONAL*... TOO *PROBING!*

THAT WILL BE *ALL* NOW! GOOD NIGHT!

THEY'VE *GONE!* BUT THEY GAVE ME AN *IDEA!*

BEFORE I BEGIN MY *WORLD TAKEOVER*... I'LL FIND A WAY TO *DESTROY* CAPTAIN AMERICA'S *REPUTATION!*

THUS, I'LL NOT ONLY HAVE TAKEN HIS *LIFE*... BUT ROBBED HIS *DEATH* OF MEANING!

AND ALL THRU THE POWER OF MY *COSMIC CUBE!*

BUT, IS THE CUBE *REALLY* HIS? AT THAT VERY MOMENT, AT THE HEAD-QUARTERS OF *A.I.M.*;* WE FIND...

THE WORLD THOUGHT MODOK *DEAD!* BUT HE *LIVES*...TO GUIDE US ONCE AGAIN!

*ADVANCED IDEA MECHANICS...THE EVIL SECRET SOCIETY WHO *CREATED* THE COSMIC CUBE! ...STAN.

AND *I*...WHOSE MATCHLESS BRAIN *CONCEIVED* THE COSMIC CUBE...

SHALL FIND A WAY TO RENDER IT *POWERLESS* ONCE MORE!

FOR, WHO-EVER *POSSESSES* IT, MUST NEVER BE ABLE TO *USE* IT... AGAINST *A.I.M.!*

NOW *WORK*... *WORK*...AS YOU HAVE NEVER WORKED *BEFORE!*

GOOD WORK, RED-WING! ONCE AGAIN WE'VE TAUNTED THE EXILES BY ROBBING THEM OF A VICTIM!

HOWEVER, STILL MORE SURPRISES AWAIT US, AS WE RETURN TO THE ISLE OF EXILES, TO FIND...

...EVEN THOUGH THAT JOKER IN THE RED JUMP-SUIT LOOKED AS THOUGH HE MIGHT HAVE TAKEN THEM BY HIMSELF!

BUT NOW, WE'D BETTER RETURN TO THE VILLAGE!

IF THE EXILES EVER CATCH US, THEY MAY NOT APPRECIATE OUR LITTLE GAMES!

MEANWHILE, JUST A FEW YARDS AWAY...

THERE! LEARNING HOW TO CHANGE MY FEATURES WITH CLAY HAD SAVED MY LIFE MANY TIMES DURING WORLD WAR TWO...

BUT I NEVER EXPECTED TO DO IT AGAIN, TWO DECADES LATER, IN A BODY NOT MY OWN!

I HOPE I DIDN'T MAKE THE CRUDE *DISGUISE* RESEMBLE MY *OWN* NATURAL FEATURES TOO MUCH!

WELL, AT LEAST I MADE THE *HAIR* MUCH DARKER!

UH OH! SOME-ONE'S *COMING!* --BUT IT'S *NOT* THE EXILES!

IT'S *OKAY*, REDWING! HE'S NOT ONE OF *THEM!*

WHO *ARE* YOU, MISTER? HOW'D YOU GET ON THIS *ISLAND?*

YOU WOULDN'T *BELIEVE* ME IF I *TOLD* YOU!

A MAN WITH A *FALCON*---THE VERY BIRD THAT *SAVED* ME!

HEY! HOLD IT! I WANT TO *TALK* TO YOU!

BUT I'M MIGHTY *GRATEFUL* TO YOU AND THAT SHARP-CLAWED *PET* OF YOURS!

THEN *YOU'RE* THE ONE IN THAT SCARLET GETUP WHO WAS FIGHTING THE *EXILES!*

ANY ENEMY OF *THEIRS* IS A FULL-TIME *FRIEND* OF MINE!

THAT GOES DOUBLE FOR *ME*, PAL!

...SPECIALLY SINCE YOU SOUND MORE *HARLEM* THAN *HAITIAN!*

YOU *KNOW* IT, MAN! I'M A BIG CITY BROTHER FROM *WAY* BACK!

NOW, FOLLOW ME...BEFORE THE *EXILES* FIND US!

MINUTES LATER---

THIS USED TO BE A HAPPY *VILLAGE*... UNTIL THE *EXILES* CAME!

THE NATIVES WERE *PEACEFUL* --- DIDN'T EVEN HAVE A *POPGUN* BETWEEN THEM...

SO IT WASN'T LONG BEFORE THEY WERE TURNED INTO *SERFS* BY THEIR NEW, WELL-ARMED *MASTERS!*

I'VE BEEN TRYING TO *ORGANIZE* THEM... BAND THEM TOGETHER AND GET THEM TO *FIGHT* FOR THE FREE-DOM THAT THEY'VE LOST!

BUT, IT'S AN *UP-HILL* JOB!

IT WOULD *HAVE* TO BE!

THE EXILES ARE PROFESSIONAL *KILLERS!*

BUT WHAT ABOUT *YOU?* WHO *ARE* YOU? WHAT'S *YOUR* STAKE IN ALL THIS?

I'VE BEEN *WONDERING* ABOUT THAT MYSELF! IT'S KINDA *FUNNY* HOW IT ALL HAPPENED...

EVER SINCE I CAN *REMEMBER*, I'VE BEEN *NUTS* ABOUT BIRDS!

I USED TO HAVE THE BIGGEST *PIGEON COOP* ON ANY ROOFTOP IN HARLEM!

MAN! I COULD PRACTICALLY MAKE THOSE HIGH-FLYERS *TALK!*

BUT THEN... I GOT ALL HUNG UP ON *FALCONS..!*

"IT STARTED IN *RIO*... WHERE I WENT FOR A *VACATION*..."

"THE FIRST TIME I *SAW* ONE...I WAS *HOOKED*... BUT FOR *GOOD!*"

"THEN, I FINALLY FOUND *REDWING*... AND BOUGHT HIM FOR MY *OWN!*"

"WE'VE GOT SOMETHING *GOIN'* FOR US THAT NO-BODY ELSE COULD UNDERSTAND--!"

"HE'S *MORE* THAN A BIRD! MORE THAN A *FALCON!* IT'S LIKE... HE'S A *PART* OF ME!"

WELL, TO MAKE A LONG STORY SHORT, I ANSWERED AN *AD* IN THE PAPER...

IT WAS FROM THE *EXILES*...BUT I DIDN'T *KNOW* THEM AT THE TIME!

THEY WERE *BORED*...LOOK-ING FOR *KICKS!* THEY WANTED TO HIRE A *HUNTING FALCON!*

SO, REDWING AND ME HOPPED THE FIRST *FREIGHTER* ...AND HERE WE *ARE!*

BUT, WHEN I SAW WHAT A *SUCKER PLAY* I'D MADE... WE *CUT OUT*... BUT *FAST!*

THE *EXILES* DON'T HIRE *WORKERS*...

THEY JUST KEEP *PRISONERS!*

YOU SAID SOMETHING BEFORE ...ABOUT ORGANIZING THE *OTHERS* HERE... TO FIGHT *BACK*...!

HOW DO YOU PLAN TO *DO* IT, WITHOUT ANY WEAPONS?

WE'LL *MAKE* WEAPONS! OUT OF *STICKS 'N STONES* IF WE HAVE TO!

ANY-THINGS BETTER THAN NOT FIGHTING BACK!

AFTER THE WAY I SAW *YOU* HANDLE YOURSELF BACK THERE...

I'M KINDA HOPING YOU'LL TOSS *IN* WITH ME!

YOU COULDN'T *STOP* ME, FRIEND!

BUT IT'LL TAKE *MORE* THAN GUTS! *THEY'VE* GOT THE ARMS... *YOU'LL* NEED A *GIMMICK!*

YEAH? LIKE *WHAT?*

I THINK I'VE *GOT* IT..!

YOU NEED SOMETHING TO SERVE AS A *SYMBOL* TO THE NATIVES...

AND SOMETHING THAT'LL *UNNERVE* THE EXILES... MAKE THEM *WONDER* WHO THEY'RE FIGHTING!

A *MASK* AND *COSTUME* OUGHT TO DO IT... TOGETHER WITH A STIRRING *NAME*... LIKE, FOR INSTANCE... *THE FALCON!*

ME, A COSTUMED CLOWN?

DON'T PUT ME *ON*, MAN!

DON'T *KNOCK* IT, FELLA! IT'S BEEN KNOWN TO *WORK!*

AND *I'M* THE GUY TO SHOW YOU *HOW!*

PATIENTLY, THE MAN WHO HAD BEEN *CAPTAIN AMERICA* TALKS ON... SLOWLY *CONVINCING* HIS ATTENTIVE COMPANION... WHILE, NEARBY...

WE'LL *COMB* THE ISLAND TILL WE *FIND* HIM!

THE LONGER IT *TAKES*, THE GREATER *PRICE* HE'LL PAY!

PATIENCE! PATIENCE! HE CANNOT *ESCAPE* US!

THERE ARE *NONE* ON THIS ISLE WHO WILL DARE TO *AID* HIM!

BUT, CADAVUS IS *WRONG*! THERE IS *ONE* WHO WILL DARE! *ONE* WHO WILL FIGHT! *ONE* WHO WILL CALL HIMSELF...

THE FALCON!

YOU MUST NOT MISS OUR NEXT SENSATIONAL, LANDMARK *ISSUE!*

CAPT. AMERICA

15¢ | 118 | OCT

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CAPTAIN AMERICA™

THE FALCON FIGHTS!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

THE FALCON FIGHTS ON!

THE TRIUMPHANT *RED SKULL* HAS USED THE POWER OF HIS *COSMIC CUBE* TO CHANGE BODIES WITH *CAPTAIN AMERICA!* NOW, ON A FAR-OFF ISLE, THE DEADLY *EXILES* HUNT OUR HERO!...AND SO WE *BEGIN*...

SCRIPT: STAN LEE...ART: GENE COLAN...INKING: JOE SINNOTT...LETTERING: SAM ROSEN

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THE *EXILES* WERE TRAINED BY ME *PERSONALLY* TO BE THE MOST RUTHLESS, MOST *BLOODTHIRSTY* OF ALL!

AND YET, THEY *STILL* HAVEN'T CAUGHT THEIR QUARRY!

BUT THE ISLE IS SO *SMALL*...

AND *NO ONE* COULD MISTAKE THE *RED SKULL*!

WHY HAVEN'T THEY *CAUGHT* HIM? *WHY??*

BUT *WAIT!* THE ONE THING I DIDN'T *THINK* OF...

WHAT IF HE TOOK *OFF* MY RED SKULL *MASK*?

NOT EVEN THE *EXILES* HAVE EVER SEEN THE WAY I *REALLY* LOOK!

IF HE HID MY RED *JUMP-SUIT* AND WENT WITHOUT MY *MASK*, HE COULD PROBABLY *AVOID* THEM FOR *DAYS!*

BUT HE *STILL* CANNOT ESCAPE THEM...

...FOR THERE'S NO WAY *OFF* THE ISLAND!

THEREFORE, I'LL LET THEM *CONTINUE* THEIR SEARCH ...WITHOUT INTERFERING!

AFTER ALL, I HAVE *NOTHING* TO LOSE!

SO LONG AS THE ALL-POWERFUL *CUBE* IS MINE, NO ONE CAN *EVER* DEFY ME!

AND THE CUBE WILL BE MINE... *FOREVER!*

WHILE, UPON THE FAR-OFF *ISLAND*...

LOOK! A FLYING *FALCON!* PERHAPS THE *SAME* ONE WHICH *ATTACKED* US EARLIER... ENABLING THE SKULL TO *ESCAPE!*

STAND BACK!

THE ACCURSED BIRD WILL BOTHER US NO MORE!

KRAK!

KRAK! KRAK!

YOU MISSED HIM, YOU BUNGLER!

KRAK KRAK

KRAK KRAK K

KRAK

KRAK

GUNSHOTS! SOMEONE'S FIRING AT REDWING!

DON'T WORRY, MISTER! ONLY THE EXILE NAMED CHING CARRIES A GUN...

AND, SINCE IT'S MERELY A PISTOL, IT WON'T BE HARD FOR YOUR HUNTING HAWK TO SOAR OUT OF RANGE!

YOU WERE *RIGHT!* HERE HE *COMES!*

HE'S A *GREAT* BIRD, FELLA! YOU'VE REALLY TRAINED HIM *WELL!*

YOU *KNOW* IT, MAN! REDWING AND *ME,* WE'RE A *TEAM!* AIN'T *NOTHIN'* WE CAN'T DO TOGETHER!

YEP, IT'S *STILL* KINDA HARD TO BELIEVE! HERE AM *I*... *SAM WILSON,* FROM THE SWINGIN' SLUMS OF *HARLEM, U.S.A.*...

STUCK ON A HIDDEN *ISLAND* IN THE MIDDLE OF NOWHERE... WITH SOME NUT WHO'S GONNA MAKE A *SUPERHERO* OF ME!

STRANGER THINGS HAVE HAPPENED, SAM! YOU'VE ALL THE *EQUIPMENT* YOU NEED!

YOU'VE *BRAINS, BRAWN,* AND A ONE-IN-A-MILLION *BIRD!*

KNOW SOMETHIN', PAL? THE *CRAZIEST* PART ABOUT THE DEAL IS... I'M *BUYIN'* IT!

OKAY, THEN...GET OUT OF THOSE THREADS AND INTO YOUR *COSTUME!*

WE'VE GOT SOME *TRAINING* TO DO!

AND SO...

YOUR MOVE, FALCON! ATTACK ME!

HARDER! DON'T PULL BACK!

YOU GAVE ME TIME TO BLOCK YOUR RIGHT ARM! THAT'S BAD!

AND SEE HOW I KEEP YOUR LEFT HAND OUT OF ACTION?

HOW'D YOU EVER BECOME SUCH A ONE-MAN ARMY?

NEVER MIND ABOUT THAT, FRIEND!

NOTICE HOW I SHIFT MY WEIGHT, USING MY HIP TO SWING YOU OFF-BALANCE...!

THAT'S IT... IF YOU MUST FALL, LOOSEN UP... LET YOUR SHOULDER TAKE THE IMPACT!

DON'T GET DISCOURAGED, SAM!

YOU CAN'T HOPE TO ABSORB IN A FEW LESSONS WHAT TOOK ME A LIFETIME, TO LEARN!

BUT YOU'VE GOT STYLE, FELLA! YOU'LL BE OKAY!

HEY, WITH A TEACHER LIKE YOU, I'LL BE THE GREATEST!

HOW CAN I MISS?

HOUR AFTER HOUR, THE GRUELLING SESSION *CONTINUES*...

AND, WITH EACH NEW ASSAULT, EACH NEW *MANEUVER*, THE FALCON SEEMS TO GROW *SWIFTER*... *SURER*... *STRONGER!*

GOOD *WORK*, SAM! YOUR TIMING WAS *PERFECT!*

BUT REMEMBER YOUR *FOLLOW-THRU!* DON'T LOSE THE *INITIATIVE!*

THAT'S *IT!* YOU'RE A *NATURAL* AT KARATE!

KNOW SOMETHIN', MAN? AFTER FIGHTIN' ALL THOSE *STREET GANGS* BACK HOME, THIS IS JUST LIKE *OLD TIMES* TO SAM WILSON!

FORGET SAM WILSON! YOU'RE THE *FALCON* NOW!

WHEN YOU WEAR THAT *COSTUME*, YOU EAT, DRINK, AND *BREATHE* THE FALCON!

MEANWHILE, BACK IN THE *STATES*...

I COULD *DISPOSE* OF THAT LIBERTY-LOVING *CLOD* WITH JUST A RANDOM *THOUGHT*...

BUT WHY MAKE IT EASY FOR THE *EXILES?*

LET THEM SPEND THEIR TIME HUNTING, SEARCHING...

THE *PHONE!* AT *THIS* HOUR?

RING

IT WILL BE *AMUSING* TO SEE THE KIND OF CALL THAT *CAPTAIN AMERICA* MIGHT RECEIVE SO EARLY IN THE MORNING!

WHAT IS THAT? YOU DARE INTRUDE UPON MY *PRIVACY* FOR SO TRIFLING A MATTER?!!

I CAN'T *HELP* IT, SIR! THE LOBBY IS *CRAWLING* WITH YOUR *FANS!*

THEY STARTED ARRIVING BEFORE *DAWN!* I DON'T THINK WE CAN HOLD THEM *OFF* VERY MUCH *LONGER!*

GIVE A *YELL!* GIVE A *YAP!* GIVE A *CHEER* FOR OL' *CAP!*

PERHAPS IF YOU CAME DOWN AND *SPOKE* TO THEM...?

YOU EXPECT ME TO *SPEAK* TO A SHOUTING, JOSTLING, MINDLESS *RABBLE*?!!

GET *RID* OF THEM--- OR YOU'LL *REGRET* IT!

BUT, SIR... THEY'RE YOUR *FANS!* THEY... *WAIT!*

YOUR *KEY!* THEY LOCATED THE SPARE KEY TO YOUR *ROOM!*

THIS IS *IT!* HE'S IN 506! NOW WE KNOW WHAT *ROOM* HE'S IN!

WHAT ARE WE *WAITING* FOR? LET'S GO *SEE* HIM!

THIS IS MY *CHANCE!* I'LL BE ABLE TO *DISCREDIT* THAT RED-WHITE-AND-BLUE *BUFFOON* IN THE EYES OF HIS OWN *FANS!*

AS SOON AS THEY REACH THE *DOOR*, I'LL USE THE POWER OF THE *CUBE* TO HURL THEM *BACK!*

I'LL SEND THEM *SPRAWLING*... *INJURE* AS MANY AS I CAN!

I'LL CAUSE HIS MEMORY TO BE *DESPISED*... EVEN AFTER *DEATH!*

BUT NO! IF I EMPLOY THE CUBE, THEY MIGHT GET SUSPICIOUS!

THEY KNOW THE REAL CAPTAIN AMERICA HAS NO SUPERHUMAN POWERS!

SO I'LL DO IT IN MY OWN WAY!

FLOORS 2-10

C'MON! EVERYBODY UP!

THE FIFTH FLOOR ...AND HURRY!

WAIT! HOLD IT! YOU CAN'T!

GET WITH IT, GUY! OL' CAP IS UP THERE... IN LIVING COLOR!

THE LOATHESOME AMERICAN SHEEP! I CAN NOT STOMACH THEM!

I'LL JUST USE THE CUBE TO EVADE THEM WITH EASE!

HEY! HOW'D HE GET OVER THERE... AT THE OTHER END OF THE HALL?

HE POPPED OUT OF NOWHERE!

CAP...WAIT! WE CAME UP TO TALK TO YOU!

5

FOOLS! WHAT CAN I HAVE TO SAY... TO THE LIKES OF YOU?!!

EXIT

SLAM!

10.

CAP...COME BACK! JUST ONE HANDSHAKE!

ONE AUTO-GRAPH!

I..I DON'T GET IT! HE NEVER RAN FROM US BEFORE...

..LIKE HE DIDN'T EVEN WANT ANY PART OF US!

HOW RIGHT YOU ARE, YOU UN-WITTING CATTLE!

I'VE DONE ENOUGH... IN MY OWN SIMPLE, SUBTLE FASHION!

THEY'LL BEGIN TO TALK ABOUT HOW I AVOIDED THEM---AND EACH WILL EMBELLISH THE STORY--

--UNTIL THE WORD HAS SPREAD... THAT CAPTAIN AMERICA IS NOT WHAT THEY THOUGHT HE WAS...THAT HE REALLY HAS NO USE FOR THEM!

AND SO... WHEN THE WORLD FINALLY REALIZES HE IS GONE FOREVER...

THERE WILL BE FEW TO MOURN...AND EVEN LESS... TO CARE!

BUT, WHAT OF THE HEARTSICK *YOUTH* WHO HAD HOPED TO REPLACE THE LONG-GONE *BUCKY BARNES* AS CAP'S FIGHTING PARTNER? WHAT OF THE LONELY, SILENTLY-BROODING *RICK JONES*--?

THE *LAST* TIME...I SAW CAP...

HE ACTED ...LIKE I WAS...A *STRANGER* TO HIM!

To my Side Kick Rick Cap

WELL...*OKAY!* I DON'T NEED A *HOUSE* TO FALL ON ME!

SO I'M *NOT* ANOTHER BUCKY...*BIG DEAL!*

To My Side Kick Rick

MAYBE THIS IS WHERE I *GROW UP*... WHERE I STOP TRYIN' TO LIVE SOME *OTHER* JOE'S LIFE!

RIP!

SO LONG, AVENGER...

MAYBE WE'LL GET TOGETHER SOME DAY, JUST FOR LAUGHS...

BUT... DON'T HOLD YOUR BREATH WAITING!

NOTE: FOR THE *SURPRISE* OF THE SEASON, SEE WHAT FATE HAS IN STORE FOR RICK IN *CAPTAIN MARVEL #17*, NOW ON SALE! BUT NOW...*ONWARD*...

12.

REMEMBER LAST ISH WHEN WE TOOK YOU TO THE HEADQUARTERS OF *AIM*?* WELL, LET'S *RECHECK* THE PROGRESS OF THEIR MOST *FANTASTIC* EXPERIMENT...

WE MUST WORK *FASTER*, OR MIGHTY *MODOK* WILL BE DIS-PLEASED!

*AIM: ADVANCED IDEA MECHANICS...THE MYS-TERIOUS MASTERMINDS WHO *CREATED* THE COSMIC CUBE!...STAN.

THE ALL-POWERFUL *CUBE* HAS BEEN *STOLEN* FROM US...

BUT IT MUST *NEVER* BE USED BY ANY *OTHER!*

THEREFORE ITS POWER MUST BE *DESTROYED!*

AND DESTROYED IT *SHALL* BE... OR WE'LL ANSWER TO *MODOK* WITH OUR VERY *LIVES!*

NOW... *STAND BACK!* FOR *THIS* IS OUR MOMENT OF TRUTH!

EVERYTHING DEPENDS UPON WHETHER THE CATHOLITE BLOCK WILL *CHANGE SHAPE!..*

WE'VE DONE IT! THE BLOCK IS NOW ROUND!

THUS, ALL THAT REMAINS IS... *PHASE THREE!*

BUT TO RESCUE OUR TALE FROM SUCH TOTAL *CONFUSION*, LET'S ALL CLEAR OUR HEADS WITH SOME *ACTION*...

LOOK! IT'S THE *EXILES!*

DO YOU FEEL UP TO *TACKLING* THEM, FALCON?

SO WE NOW COME TO GRIPS ...AT *LAST!*

JUST *WATCH* ME AND SEE!

I'VE TAUGHT YOU ALL I *CAN*, FRIEND! HERE'S WHERE IT PAYS *OFF!*

THEN WHAT ARE WE *WAITING* FOR, MAN?

LET'S..

..GO!

TAKE 'EM, FALCON!

JUST WHAT I HAD IN MIND!

AN UNKNOWN STRANGER! WHO...??

IT MUST BE THE SKULL'S DOING!

DESTROY THEM!

AND A MAN IN COSTUME! WHAT MADNESS IS THIS?

THEY'RE BOTH *UNARMED!* WHAT *CHANCE* CAN THEY HAVE?

SPOK!

WHEN YOU'RE HOOKED ON *HUNTING FALCONS...*

YOU BEGIN TO DEVELOP AN *INSTINCT...* ALMOST AS GOOD AS *THEIRS!*

HOPE I'M NOT *BORIN'* YOU, MAN!

CHANCE? HOW'S *THIS* FOR STARTERS?

UH OH! SOMEONE SNEAKING UP *BEHIND* ME!

THOP!

THE *COSTUMED* ONE FIGHTS LIKE A *MASTER!*

BUT *YOU...* AN UNTUTORED *NOBODY...* SHALL FALL BY MY *IRON FIST!*

MY *DISGUISE!* CAN'T LET HIS *FINGERS* RUB IT *OFF!*

IT TAKES MORE THAN A *COSTUME* TO MAKE A *FIGHTER!*

AND, IN CASE YOU DON'T *READ* ME...

KA-OK!

HAH! BALDINI'S *SCARF* WILL NOW SETTLE *YOU!*

THE SKULL'S *REFLEXES*...NOT AS FAST AS MY *OWN!*

BALDINI *HAS* ME! WRAPPING SCARF... TOO *TIGHT!* I--I CAN'T *MOVE!*

NONE CAN OUTFIGHT THE *EXILES!*

DON'T *BET* ON IT, MAN!

...NOT TILL YOU'VE MESSED WITH THE *FALCON!*

I LIKE THE WAY YOU *DID* THAT, FELLA!

NATCH! I HAD ME A GOOD *TEACHER!*

NOW LET'S SEE WHO...

FALCON! BEHIND YOU!

NOW I PUT AN *END* TO THIS CHILD'S PLAY!

HIMMEL! NO ONE CAN DODGE *SO FAST!*

KRAKK!

THE *FALCON* CAN!

BUT I CAN DO LOTS *MORE* THAN JUST *DODGE*...

REDWING! GO *GET* 'IM!

SKREEEE

HIS *WHIP!* STOP HIM FROM *SNAPPING* IT! GO, REDWING!

ACH DU LIEBER! THE BIRD IS NEARLY *HUMAN!*

HE CUT MY *WHIP* WITH HIS *BEAK!*

THIS HAS GONE ON *LONG ENOUGH!* WE WILL *TOY* WITH YOU NO MORE!

MY *MURDER CHAIR* WILL FINISH YOU RIGHT *NOW!*

HEADS UP! HE IS THE DEADLIEST OF *ALL!*

BUT *LOOK!* WE'RE NOT FINISHED *YET!*

THE ONE CALLED THE *FALCON*...HE INSPIRED THE *NATIVES* TO REBEL!

THE *EXILES* CANNOT HOPE TO FIGHT THEM *ALL!*

AND THE ONE *WITH* THE FALCON---IT CAN ONLY BE THE *REAL* CAPTAIN AMERICA ...WEARING A CRUDE *DISGUISE!*

HE HAS ESCAPED ME *TOO OFTEN!* THE GAME MUST *END* AT LAST!

IF I DON'T *CRUSH* HIM... HE MAY FIND A WAY TO *FOIL* ME!

AND SO, AVENGER... *YOUR TIME HAS COME... TO DIE!*

ALL OF A SUDDEN..I FEEL STRANGELY *MENACED!*

IT'S THE *CUBE!* THE SKULL IS *WATCHING*...ABOUT TO *STRIKE*...FOR THE *FINAL TIME!*

NEXT **SHOCK AFTER SHOCK!**

CAPT. AMERICA

15¢ CC

119 NOV.

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CAPTAIN AMERICA™

THE SKULL FALLS!

NOW FALLS THE SKULL!

I REALIZE MY *ERROR* AT LAST! I WON'T ALLOW *OTHERS* TO CAUSE THE DEATH OF *CAPTAIN AMERICA!*

IT WILL BE FAR MORE *SATISFYING* FOR ME TO DO IT... *MYSELF!*

AND MY ALL-POWERFUL *COSMIC CUBE* WILL ALSO PUT AN END TO THE *FALCON'S* BRIEF CAREER!

SCRIPT: STAN LEE
PENCILLING: GENE COLAN
INKING: JOE SINNOTT
LETTERING: SAM ROSEN

HE WHO POSSESSES THE *COSMIC CUBE* CAN ACCOMPLISH *ANYTHING!* FOR LIVING *PROOF* OF THAT STATEMENT, BEHOLD THE *RED SKULL*... BEHOLD THE DEADLY VILLAIN WHO HAS MANAGED TO *CHANGE BODIES* WITH THE RED-WHITE-AND-BLUE AVENGER! AND NOW... BEHOLD HOW IT ALL SHALL *END*...

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FIRST, LET ME PUT AN *END* TO THIS MACABRE *MASQUERADE!*

FOR *TOO LONG* HAVE I BEEN HIDDEN IN THE FACE AND FORM OF *CAPTAIN AMERICA!*

IT NO LONGER *AMUSES* ME TO FACE THE WORLD IN SO *DESPICABLE* A ROLE...

...WHEN I CAN *INSTANTANEOUSLY* BE TRANSFORMED INTO THE GLORIOUS, AWE-SOME IDENTITY WHICH IS MY *BIRTHRIGHT*...

WHEN I CAN BE THE SUPREME *RED SKULL*, ONCE MORE!

AND NOW, I MUST FIND A SUITABLE *LOCATION* FOR MY UPCOMING MOMENT OF *TRIUMPH*...

A LOCATION WHICH SYMBOLIZES MY EARLIEST DAYS OF *POWER*...

DAYS WHEN I WAS THE MOST *FEARED*, MOST *DEADLY* MENACE IN ALL THE *NAZI* HIERARCHY!

SO, BY THE INFALLIBLE *ENCHANTMENT* OF THE COSMIC CUBE, I *WILL* MYSELF HALF-WAY ACROSS THE *WORLD*...

...TO MY CASTLE IN *BERCHTESGADEN*... WHERE THE *FUEHRER* AND I ONCE CONSPIRED TO RULE ALL MANKIND!

BUT NOW, *HE* IS DEAD! ONLY THE *RED SKULL* STILL REMAINS...TO FULFILL THE NAZI *DREAM!*

SO LONG AS THE *COSMIC CUBE* IS MINE, TYRANNY *YET* SHALL CONQUER THE GLOBE...THE TYRANNY OF THE *RED SKULL!*

BUT FIRST, I MUST *FINISH* THE TASK AT HAND--!

FALCON! DO *YOU* FEEL IT, TOO? THIS STRANGE *SENSATION?*

IT CAN ONLY MEAN *ONE* THING--!

SOMETHING'S *WRONG!* WHAT *IS* IT? *TELL* ME, MAN!

IT'S THE *SKULL!* HE'S *WATCHING*... ABOUT TO *STRIKE!*

HOLD ON! HERE IT *COMES*..!

EVERYTHING'S FADING... SPINNING AROUND LIKE A WHIRL-WIND! IT'S LIKE... THE WHOLE WORLD IS CRUMBLING TO PIECES!
WE'RE MOVING! BEING TRANSPORTED WITH THE POWER OF A THOUGHT!
HE'S BRINGING US TO HIM! WITH THE CUBE IN HIS HAND... HE HAS ONLY TO WILL IT!
5

IT...IT ISN'T *POSSIBLE!* WE MUST...BE *DREAMING!*

IT'S *MY* FAULT, FALCON!

HE'S AFTER *ME!* YOU'RE JUST...AN INNOCENT *BYSTANDER!*

WHEN WE *LAND*... GET *AWAY* FROM ME! *RUN!* THE SKULL MAY LET *YOU* GO!

I'M HIS ENEMY! *I'M* THE ONE HE'S WAITING TO *DESTROY!*

THE WHOLE THING'S *CRAZY!* BUT WHATEVER HAPPENS...I'M NOT RUNNING *OUT!* WE'LL FACE IT *TOGETHER!*

ANYWAY, WHAT *DIFFERENCE* DOES IT MAKE? *NONE* OF THIS IS POSSIBLE!

WE'LL BE *WAKIN' UP* ANY MINUTE NOW!

AND WHEN WE *DO*...THE NIGHTMARE WILL *REALLY* BEGIN!

WE'RE HEADING FOR A *CASTLE..!*

THE CASTLE OF...THE *SKULL!*

YOUR MOMENT HAS FINALLY *COME!*

WAIT! DO WHAT YOU WANT TO *ME...*

BUT THE *FALCON* HAS NO PART OF THIS!

SILENCE!

I *SAW* YOU BATTLING SIDE-BY-SIDE ON THE *ISLAND OF EXILES!*

ANY ALLY OF *YOURS* IS THE RED SKULL'S SWORN *ENEMY!*

EVEN HIS ACCURSED *BIRD* SHALL SHARE THE *FATE* WHICH MUST BE YOURS!

BUT FIRST, I'LL CAUSE A *CAGE* TO EFFORTLESSLY *MATERIALIZE!*

AND *WITHIN* IT, THE HUNTING HAWK CALLED *REDWING!*

PERHAPS... HE WILL BE *LUCKIER* THAN YOU...

I MAY PERMIT HIM TO SPEND HIS LIFE IN *CAPTIVITY!*

NO! REDWING IS *MINE!* HE MUST BE *FREE!*

FREEDOM IS ONLY FOR THE ONE WHO *RULES!* ALL OTHERS MUST BE *SLAVES!*

WE FOUGHT A *WAR* TO RID THE EARTH OF SCUM LIKE *YOU!*

I'D RISK MY LIFE A *THOUSAND TIMES* BEFORE I'D LET YOU *BEAT* US!

YOU HAVE *SPIRIT!* GOOD! THAT *PLEASES* ME!

IT IS SO MUCH MORE *PLEASURABLE* TO DESTROY A FOE WHO DARES TO *RESIST!*

THE *CUBE!* ALL YOU NEED DO IS *SEIZE* IT FROM ME!

CAREFUL, FALCON! YOU DON'T KNOW WHAT YOU'RE *UP* AGAINST!

COME CLOSER... *CLOSER...*

ARGHHH!

THWAK!

DID HE THINK I WOULD PERMIT HIM TO *REACH* ME ?

YOU'RE A MIGHTY BIG MAN WITH THAT *CUBE* OF YOURS, SKULL!

BUT HOW WOULD YOU BE *WITHOUT* IT?

I'LL *NEVER* BE WITH-OUT IT!

AND NOW, I *TIRE* OF SEE-ING YOU IN THAT PRIMITIVE *DISGUISE!* SO... I WILL *CHANGE* IT!

FOR, WHEN YOU *FALL*... IT MUST BE A SIGHT I WILL ALWAYS *REMEMBER*...

IT MUST BE THE LONG-AWAITED SIGHT OF...

CAPTAIN AMERICA... MEETING HIS FINAL *DEFEAT!*

YOU... THE ONE WHO'S BEEN HELPING ME... TRAINING ME... WHO MADE ME THE FALCON...

YOU'RE CAPTAIN AMERICA!

NEITHER MY IDENTITY... NOR YOURS HAS ANY MEANING NOW! ALL THAT MATTERS IS... BEATING THE SKULL!

FOOL! IT CANNOT BE DONE!

WE'VE GOT TO MAKE HIM EAT THOSE WORDS... AND WE WILL!

YOU'RE TRYING TO MAKE ME LOSE MY TEMPER... TO STRIKE CARELESSLY IN HASTE!

WE'VE BATTLED TOO MANY TIMES FOR ME NOT TO KNOW YOUR TRICKS!

BUT THIS TIME IT WON'T WORK! THIS TIME THERE CAN BE BUT ONE RESULT...

THIS TIME ...YOU DIE!

IN *THAT* CASE, MADMAN... WE'VE GOT NOTHING TO *LOSE!*

BTYONNG!

A *ROCK!*

I CHARGED AT THE *SKULL* AND SMASHED INTO A *BOULDER!*

NEVER *AGAIN* WILL I FEEL THE STING OF YOUR *SHIELD!*

HE'S...*WITHIN* THE ROCK! PLACED THERE BY... THE *CUBE!*

AND NOW THAT YOU SEE HOW *IN-VULNERABLE* I AM...

...I HAVE NO *NEED* FOR FURTHER PROTECTION!

HE *SHATTERED* THE ROCK...WITH JUST A *GESTURE!*

HANG *IN* THERE, CAP! THERE'S *GOTTA* BE A WAY TO *TAKE* HIM!

THINK SO, YOU FOOL--?

HE'S GONE! THERE'S NOTHING HERE BUT A WALL OF WATER!

IT'S HYPNOTISM! HE'S MAKING US IMAGINE IT!

NO! NO! IT'S REAL! LOOK OUT..!

HE CAN CREATE ANY-THING...ANYTHING HE THINKS OF...SO LONG AS HE HOLDS THAT CUBE!

THEN WHAT DO WE DO? HOW CAN WE FIGHT A GUY LIKE THAT?

ONLY I...THE VICTORIOUS RED SKULL, WILL DO THE FIGHTING! YOU CAN DO NOTHING BUT... PERISH!

WE'VE ONLY ONE HOPE! HE'LL WANT TO TOY WITH US AS LONG AS HE CAN... HE'S ENJOYING THIS TOO MUCH!

AND SO LONG AS HE KEEPS US ALIVE... THERE'S ALWAYS THE CHANCE OF ...A MIRACLE!

DO YOU SEE HOW *SIMPLE* IT WOULD BE TO *DISPOSE* OF YOU BOTH!

THIS IS THE GREATEST PART OF MY REVENGE... HAVING THE DOOMED *CAPTAIN AMERICA* REALIZE HOW *HELPLESS* HE IS!

THE WATER'S *SUBSIDING!* THERE'S *AIR* AT LAST!

FALCON... ARE YOU OKAY? I THOUGHT YOU'D GONE *UNDER!*

I'M STILL *WITH* IT, CAP...THERE WAS SOMETHING... I HADDA *DO!*

BUT, BEFORE WE FIND OUT WHAT THAT SOMETHING *WAS*, AN EVENT IS OCCURRING WITHIN THE HIDDEN HEADQUARTERS OF *AIM* WHICH SOON WILL AFFECT OUR CHARACTERS' LIVES ---

LET US NOW *LISTEN* AS THE MISSHAPEN *MODOK*, SUPER-POWERED OVERLORD OF THE EVIL BROTHERHOOD OF *ADVANCED IDEA MECHANICS*, SPEAKS...

THE COSMIC CUBE IS *OURS!* THE ONE WHO *STOLE* IT MUST NEVER USE IT *AGAINST* US!

WE HEAR THE WORDS OF MIGHTY *MODOK!*

THE CUBE WILL BE *DESTROYED!*

THEN YOU MUST BEGIN *PHASE THREE!*...*NOW*, WHILE THE WORLD DOES NOT SUSPECT---

...THAT *MODOK LIVES!*

HOW *OFTEN* I EMPLOY MY MYSTIC *MIND SCREEN*... TO RETURN IN MEMORY TO THAT FATEFUL *HOUR!*..

"--WHEN I FOUGHT MY FINAL BATTLE WITH THE SEEMINGLY-TRAPPED *CAPTAIN AMERICA*...*"

*AS PUNGENTLY PORTRAYED IN *TALES OF SUSPENSE #94*, OCT. 1967! ... STAN.

"NOT EVEN HIS UBIQUITOUS *SHIELD* COULD PENETRATE MY BLUDGEONING *MENTAL BLAST BEAM*...!"

"BUT, BEFORE I COULD ACHIEVE MY INEVITABLE *VICTORY*, A BAND OF MY OWN DISLOYAL AGENTS *ATTACKED* WITHOUT WARNING..!"

SHOTS... FROM *BEHIND* US! CAP... *LOOK OUT!*

WE'RE NOT THEIR TARGET, SHARON... IT'S *MODOK!*

"AND SO I MET MY FIRST *DEFEAT*

"THINKING I WAS *DONE FOR*, THE OTHERS FLED IN MY WAITING *ESCAPE SUB*..."

"...AS MY SHIP WAS *DESTROYED*... WITH *MYSELF* INSIDE!"

"BUT *NONE* COULD SUSPECT THAT I HAD ENCASED MYSELF IN A MENTAL *GLOBE OF FORCE*..."

"...WHICH *SHIELDED* ME FROM THE IMPACT ...AND PROVIDED *AIR* TO BREATHE!"

"IT WAS A *SIMPLE* MATTER TO EMIT A MENTAL *SONIC BEAM* TO WHERE MY OTHER AGENTS WOULD RECEIVE IT..."

"AND SO I WAS *FOUND*, BROUGHT *BACK*, AND RESTORED TO *LEADER-SHIP* ONCE MORE!"

NOW, ALL THAT REMAINS IS TO *ACTIVATE* OUR POTENT *CATHOLITE BLOCK* ...WHICH SHALL *END* THE POWER OF THE *COSMIC CUBE!*

BETTER TO *DESTROY* OUR GREATEST CREATION, THAN ALLOW IT TO SERVE *ANOTHER'S* WILL!

AND SO WE SHALL BEGIN... *PHASE THREE!*

MEANWHILE, WHAT OF *CAP* AND THE *FALCON*? THIS IS A PERFECT TIME TO FIND *OUT*...

THE *WATER*... IT'S CHANGING INTO *SAND!*

THE SKULL'S LIKE AN EXCITED *KID* WITH SOME WONDROUS NEW *TOY*...HE CAN'T GET *ENOUGH* OF IT!

WE'RE DRIFTING *UPWARD*... INTO THE *AIR!*

SECONDS LATER...OR IS IT *MINUTES*...OR *HOURS*? SO WEAK AND DEPLETED ARE CAP AND THE FALCON THAT THEY SEEM TO LOSE ALL SENSE OF TIME...OF SPACE...OF *ANYTHING*...SAVE THEIR OWN GNAWING, NAGGING, ACHING, ALMOST UNENDURABLE *FATIGUE!* AND THEN AT LAST...

WE'VE *LANDED*... BUT *WHERE?*

WHAT DOES IT *MATTER?* ...AS LONG AS... WE CAN *REST*... FOR A FEW MINUTES!

THERE HE *IS*... STANDING... *WATCHING* US! IT LOOKS LIKE...OUR TIME HAS *COME!*

BUT...WE WON'T GIVE UP! IF...YOU CAN MANAGE... TO *DISTRACT* HIM---

IT SEEMS *HOPELESS* ...BUT, IF CAP SAYS *DO* IT---

A FINAL *CHARGE*, EH? YOU'LL NEVER COMPLETE IT... *ALIVE!*

THAT'S *IT*, FALCON! YOU GAVE ME THE SPLIT-SECOND I *NEED*!

SPUNG!

MY *CUBE*!

HAVE TO *STOP* HIM... BEFORE HE CAN *REGAIN* IT!

IT'S *NO GOOD*! I'M TOO *EXHAUSTED*... TOO *WEAK*... CAN'T GET ENOUGH *FORCE* INTO MY BLOW...!

ZOK!

THE *CUBE*! IT MUST BE *MINE* AGAIN!

OH NO YOU DON'T!

THE FALCON!

CAP'S ALMOST DONE IN... AND I'M NOT MUCH BETTER!

BUT I'VE GOT TO DELAY HIM... GOT TO STOP HIM... SOMEHOW!

I DID IT! BUT... HE'S STILL FRESH ...AT THE PEAK OF HIS STRENGTH...

WHILE I... HOW MUCH LONGER... CAN I HOLD ON?

WHAT ARE THEY MADE OF? EVEN ON THE VERGE OF EXHAUSTION... THEY KEEP FIGHTING ON!

BUT THE CUBE IS STILL MINE! I CAN WILL IT... TO COME CLOSER ...AND CLOSER TO ME... UNTIL...!

I HAVE IT AGAIN!

BUT WAIT! WHAT'S HAPPENING TO IT? IT.. IT'S CHANGING... GROWING FORMLESS... BEGINNING TO MELT!

NOW, REDWING... NOW! ATTACK! ATTACK!

NO! NO!

WHERE ...DID HE COME FROM??

THAT'S WHAT I WAS DOING UNDER THE WATER--

I LOOSENED HIS CAGE!

THE CUBE STILL HAS ENOUGH POWER ...FOR ME TO FADE AWAY... AND ESCAPE YOU!

THE SKULL... HE'S VANISHING! AND THE CUBE... LOOK AT IT!! IT'S MELTING AWAY... INTO NOTHING-NESS!

GONE! ALL GONE! BUT HOW... WHY??

IT'S ENDED! MODOK HAS WON...AT LAST!

IT DOESN'T SEEM POSSIBLE, CAP ...BUT YOU BEAT 'IM!

WE BEAT HIM, FALCON!

WITH A LITTLE HELP FROM... FATE!

NEXT CAP GOES TO COLLEGE!

CAPT. AMERICA

15¢ CC | 120 DEC

MARVEL™ COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

CAPTAIN AMERICA™

CRACK-UP ON CAMPUS!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

CRACK-UP ON CAMPUS!

OUR STORY OPENS AS TWO FAMOUS FRIENDS COME TO A PARTING OF THE WAYS...

I'M HOPIN' WE BUMP INTO EACH OTHER REAL *SOON*, CAP!

TILL WE *DO*, MISTER... I EXPECT TO HEAR BIG THINGS OF... THE *FALCON!*

PRESENTED WITH PULSATING PRIDE BY:

Stan LEE and Gene COLAN

EMBELLISHMENT: JOE SINNOTT

LETTERING: SAM ROSEN

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I FOUND A *PLACE* FOR MYSELF... RIGHT HERE IN *HARLEM!*

BUT WHAT HAPPENS TO A GUY LIKE *HIM?*

WHERE'S *HE* GONNA FIND A SPOT HE CAN REALLY CALL... *HOME?*

HEY, MAN... CAP AND THE FALCON! HOW *ABOUT* THAT COMBO?

ALL THEY NEED IS *JIMI HENDRIX*... AND THEY GOT IT *MADE!*

NOW THAT THE *RED SKULL* HAS FINALLY BEEN BEATEN*... AND THE *FALCON* IS READY TO BEGIN HIS OWN CAREER...

...IT'S TIME FOR *CAPTAIN AMERICA* TO PICK UP THE THREADS OF HIS *OWN* TANGLED LIFE ONCE MORE!

THE *FIRST* THING I'VE GOT TO DO IS LEARN WHERE *SHARON CARTER* IS!

*AS YE WHO KEEP THE FAITH HAVE SEEN HERE LAST ISH! ...STAN.

NO MATTER *HOW* I MAY TRY TO FORGET HER... I *CAN'T!*

IF ONLY HER FIRST DUTY WASN'T TO THE FORCES OF *SHIELD!*

HEY... GIMME BACK MY *MAGAZINE!*

C'MON... I DIDN'T EVEN FINISH *READIN'* IT YET!

WHATCHA MAKIN' SUCH A *BIG DEAL* ABOUT? THERE'S A *MILLION* COSTUMED CLOWNS TO READ ABOUT! SUPPOSE YOU *MISS* ONE... SO WHAT?

SUPER-HEROES

"A *MILLION* COSTUMED CLOWNS!" WHO'D MISS *ANOTHER* ONE?

HE'LL NEVER KNOW HOW MUCH I *AGREE* WITH HIM!

IF I *GAVE UP* THIS LIFE ... WHAT WOULD IT REALLY *MATTER?*

AND YET, I *CAN'T*... WHILE SHARON WORKS FOR *SHIELD!*

MINUTES LATER...

NICK FURY WILL BE GLAD TO *SEE* YOU, CAP!

IT'S NOT A *SOCIAL* VISIT! I WANT SOME *INFOR-MATION!*

JUST SIT TIGHT TILL I *FROST* THE WINDOW!

IT'LL ONLY TAKE A FEW *SECONDS!*

AFTER ALL, WE DON'T WANT TO *BROAD-CAST* WHAT GOES ON IN HERE!

OKAY, CAP... *NOW* HIT THE BUTTON!

CLICK!

YOU'LL FIND HIM *WAITING* FOR YOU... RIGHT DOWN BELOW!

FURY! I WANT TO *TALK* TO YOU!

I DIDN'T *FIGGER* YA CAME HERE TA SHOW ME YER *KNITTIN'!*

WAIT'LL I GIT *UNHOOKED* FROM THIS BLASTED *REACTION-TIME TESTER!*

OKAY, WING-HEAD...WHAT'S ON YER MIND? ...AS IF I CAN'T GUESS!

IT'S SHARON, NICK! I HAVE TO SEE HER!

I'LL SHOW YA A PICTURE!

DON'T PUSH ME, COLONEL! YOU KNOW WHAT I MEAN!

SURE I DO, FELLA... BUT SHE'S IN THE FIELD AGAIN... ON A CASE!

SHE WON'T BE REPORTIN' BACK FOR DAYS!

SHE'S BEEN WORKIN' LIKE A TROJAN... SINCE YOU TWO BUSTED UP!

THAT'S ...WHAT I'VE BEEN AFRAID OF!

IN CASE YA DIDN'T KNOW, THAT'S OUR NEW SLUMBER SEAT YER SITTIN' IN! AND YA LOOK LIKE YOU CAN USE SOME SHUTEYE!

I DIDN'T REALIZE... I WAS SO TIRED!

YOU WEREN'T, PAL! THE SEAT DOES IT TO YA!

AND IT DOES LOTS MORE THAN THAT, TOO...!

...LIKE IT'LL MAKE YA DECIDE TO WORK ON A LITTLE JOB I GOT LINED UP...ONE THAT'S JUST CUT OUT FOR CAPTAIN AMERICA!

OKAY, MISTER-- PUSH THE BUTTON!

CLICK!

IT CAN GIVE YA *NIGHTMARES* ...*LULLABIES*... ANYTHING I FEED INTO ITS *TAPES*...

AND, WHEN YA LEAST *EXPECT* IT...THERE'S ONE CERTAIN *AD* I WANTCHA TO SEE...

HELP WANTED

HELP WANTED - MALE

TEACHER-PHYS.ED.
Good paying position
at Liberal Arts College.
Interview Mon., Tues.,
Fri. Apply Main Hall,
Manning College, 713
...iew Rd. North
... Jersey.

HE SAW IT! NOW TO SHUT THE GADGET OFF!

I'M AWAKE AGAIN!

CLICK!

NOW I KNOW WHAT I HAVE TO DO!

IT WORKED, NICK!

YEAH! SURE LOOKS THAT WAY!

SEE YOU, FURY! I'VE GOTTA GO NOW!

MINUTES LATER...

IT'S AS THOUGH SOMETHING WAS MAKING ME GET TODAY'S PAPER... URGING ME TO READ THE ADS...UNTIL I FOUND...THIS ONE!

HELP WANTED

HELP WANTED-MALE

TEACHER-PHYS. ED.

Good paying position at Liberal Arts College. Interview Mon., Tues., Fri. Apply Main Hall, Manning College Sunview Rd.

MANNING UNIVERSITY

AT LEAST IT'LL KEEP ME OCCUPIED...

...WHILE I'M WAITING FOR SHARON TO RETURN TO THE CITY!

LOOKS LIKE SOME SORT OF PROTEST RALLY GOING ON!

THAT'S THE ONLY TYPE OF RECEPTION COMMITTEE YOU CAN COUNT ON THESE DAYS!

BUT THEY'RE SURE GIVING THAT PROF A HARD TIME OF IT!

HE'S LIABLE TO BE HURT!

WE'VE LISTENED TO *YOU* LONG ENOUGH! NOW *YOU'LL* DO THE LISTENING!

TAKE IT *EASY*, BOY! HE'S *TWICE* YOUR AGE!

CUT OUT, MISTER! WE DON'T NEED ANY *BOY SCOUTS* BUTTIN' IN!

LOOK! IF YOU'RE BUSTIN' TO PUSH SOMEONE *AROUND*, HOW ABOUT STARTING ON *ME?*

HEY, GUYS... GET A *LOAD* OF THIS SQUARE! HE'S RIGHT OUTTA THE *ROVER BOYS!*

LOOK, BUSTER BROWN... YOU BETTER *TAKE OFF* WHILE YOU STILL *CAN*... DIG?

AT LEAST I TOOK THE PRESSURE OFF THAT *PROFESSOR!*

WE'RE NOT PLAYIN' AROUND FOR THE *FUN* OF IT!

OKAY, *OKAY!* I'M NO HERO!

YEAH! YOU CAN SAY *THAT* AGAIN, CHARLIE!

LOOKS LIKE THE *PROF* IS RUNNIN' OFF AFTER GEORGIE GOODHEART THERE!

LET 'IM *GO!* ALL WE WANTED ANYWAY WAS THE *LOUDSPEAKER SYSTEM!*

I WANTED TO *THANK* YOU, YOUNG MAN! THEY WERE GIVING ME A *ROUGH* TIME OF IT BACK THERE!

SO I *NOTICED!* BUT, *TELL* ME... HAVE YOU EVER TRIED *LISTENING* TO WHAT THEY'RE AFTER?

YOU SOUND LIKE A *THINKER*... A MAN AFTER MY *OWN* HEART!

MY NAME'S *FOSGRAVE* ... I'M IN MATHEMA-TICS!

THAT'S PUTTING IT *MILDLY!*

EVERYONE KNOWS PAUL FOSGRAVE... THE TOP AUTHORITY ON *ATOMIC EQUATIONS!*

MY NAME'S..EH-- *ROGER!* ROGER STEVENS! BUT, WHAT'S GOING *ON* HERE?

THE SAME AS ON CAMPUSES *EVERYWHERE!* THE YOUNG-STERS WANT A *BETTER* EDUCATION...FOR A BETTER *WORLD*... AND WHO CAN *BLAME* THEM ?

BUT LATELY, THEIR PRO-TESTS HAVE BECOME ALARMINGLY *VIOLENT!*

BUT WHY WERE THEY GIVING *YOU* A HARD TIME!

I DON'T *KNOW!* I ALWAYS THOUGHT OF MYSELF AS THEIR *FRIEND!*

AND YET, I SOMETIMES FEEL THEY'RE TRYING TO MAKE A *TARGET* OF ME!

THERE'S *MORE* TO THIS THAN HE *TOLD* ME!

YOU'LL FIND THE *MAIN HALL* JUST THRU THAT ARCH!

And SO...

YOU'RE THE *FIRST* APPLICANT, STEVENS... SO THE POSITION IS *YOURS!*

I'VE TOO MANY *URGENT* PROBLEMS TO WASTE MUCH TIME ON THE SELECTION OF AN *ATHLETIC INSTRUCTOR!*

YES... I COULD *SENSE* THE STUDENTS' MOOD AS I WALKED THRU THE CAMPUS!

IT'S A *MYSTERY* TO ME! WE'VE ALWAYS HAD *SPLENDID* RAPPORT BETWEEN STUDENTS AND FACULTY!

WE'VE ALWAYS *LISTENED*... BEEN READY TO *PARLEY*... TRIED TO *UNDER-STAND!*

BUT SUDDENLY, OUR MOST ARTICULATE... MOST *RESPECTED* STUDENT LEADER... *MART BAKER* ...SEEMS TO HAVE TURNED *RABBLE ROUSER!*

HE'S BECOME MORE INTERESTED IN FOMENTING *RIOTS*...IN CAUSING *TROUBLE*...THAN IN RESOLVING ANY ISSUES!

WHAT HAPPENED TO *CAUSE* BAKER'S TURNABOUT, SIR?

I WISH I *KNEW*, STEVENS! BUT NOW, YOU'LL HAVE TO *EXCUSE* ME! SOUNDS LIKE *TROUBLE* BREWING OUTSIDE!

YOU TELL 'EM, MART! *YOU* SHOW 'EM WHERE IT'S AT!

FROM NOW ON *WE'RE* GONNA RUN THINGS AROUND HERE!

THEY CAN'T *STOP* US! THEY CAN'T *FIGHT* US! WE'RE TOO *MANY* FOR 'EM!

WATCH IT, MAN! HERE COMES *TROUBLE!*

GIVE *US* THAT MIKE, BAKER! YOU'RE NOT GONNA *WRECK* THIS SCHOOL!

ALL *YOU'RE* OUT FOR IS *MART BAKER!*

THEY *OFFERED* TO MEET OUR DEMANDS! WHY WON'T YOU GIVE 'EM A *CHANCE?*

DON'T *LISTEN* TO EM, MART! *WE* CAN' TAKE 'EM!

I DON'T **GET** IT! YOU TWO GUYS TOLD ME ALL THE KIDS WERE **WITH** ME!

YOU GONNA LET A BUNCH OF **ESTAB-LISHMENT GOONS** TRY TO **STOP** US? THEY'RE **NOWHERE,** MART!

GRIZZLY'S **RIGHT!** WE GOT IT **MADE!**

THIS ISN'T THE TIME TO **CHICKEN OUT,** HEAR? NOT **NOW...** WHEN WE GOT THE WHOLE **SCHOOL** RIGHT IN THE PALM OF OUR **HAND!**

THE ONE CALLED **GRIZZLY**...AND THE **OTHER,** WITH THE SHAVEN HEAD...KEEP EGGING BAKER **ON!**

NOW'S THE TIME! GIVE 'EM OUR **DEMANDS!**

FROM NOW ON, **WE'RE** CALLIN' THE TUNE HERE! MY **COMMITTEE'S** GONNA DECIDE **WHAT** WE STUDY ...AND WHO **STUDIES** IT!

LOOK, BAKER...WE'RE WILLING TO **TALK** ...BUT LET'S BE **REASON-ABLE!**

I'LL DECIDE WHAT'S REASONABLE! MY DEMANDS ARE **FINAL!** EITHER OUR **STUDENT COMMITTEE** TAKES CONTROL OF THIS COLLEGE...OR WE **SMASH** IT!

NOW **STEP ASIDE!** I GOT A **RALLY** TO ORGANIZE!

BAKER'S GONE **BANANAS!** WE'VE GOTTA **STOP** 'IM!

NO CREEPY GOON WITH A **LOUDSPEAKER** IS GONNA KEEP **ME** FROM GETTIN' MY DIPLOMA!

LET'S **GO!** LET'S BREAK IT **UP!**

LISTEN!! ARE YOU **WITH** ME??

SECONDS LATER, THE CAMPUS SEEMS TO *EXPLODE* INTO A FREE-WHEELING *MELEE*...

YOU *FINK!* YOU'RE PLAYIN RIGHT INTO THE ESTABLISHMENT'S *HANDS!*

IF THEY HAVE TO CALL THE *POLICE*... THEN *ANY-THING* MAY HAPPEN!

BUT MAYBE *CAP-TAIN AMERICA* CAN BREAK THEM UP... BEFORE IT'S *TOO LATE!*

BUT I'VE GOT TO BE *CAREFUL*... I'LL BE FACING *STUDENTS*... NOT SUPER-VILLAINS!

ALTHOUGH I *STILL* SUSPECT THERE'S LOTS *MORE* TO THIS THAN MEETS THE EYE!

HEY *LOOK*... OVER *THERE!*

AT THAT VERY MOMENT... WITHIN THE HIDDEN HEADQUARTERS OF *ADVANCED IDEA MECHANICS*, THE SINISTER SECRET ORGANIZATION KNOWN AS *AIM*... A GROTESQUE FIGURE GIVES VENT TO A SUDDEN PANG OF UNCONTROLLED AND SAVAGE *RAGE*...

CAPTAIN AMERICA! HIS PRESENCE ON THE CAMPUS WAS NOT *ANTICIPATED!*

HE MUST NOT BE ALLOWED TO ALTER *ANOTHER* OF MY MOST CAREFULLY STRUCTURED *PLANS!*

NOT *NOW*... NOW, WHEN I'M ABOUT TO TAKE *ADVANTAGE* OF THE UPRISING WHICH MY AGENTS HAVE CREATED!

MIGHTY *MODOK* HAS PLANNED *TOO WELL!*

NOT EVEN THE-RED-WHITE-AND-BLUE *AVENGER* CAN STOP US *NOW*, MASTER!

I AM **MODOK!** I AM **SUPREME**... BECAUSE I LEAVE NOTHING TO **CHANCE!**

QUICKLY ... CONTACT MY TWO CAMPUS AGENTS! THEY MUST ACT **NOW!**

MODOK CALLING R-1 AND R-2! TIME TABLE HAS BEEN **ALTERED!**

RADIO CONTACT

IT'S THE **MASTER!** HE SAYS WE MUST CARRY OUT OUR MISSION **NOW**... OR THE ENTIRE PLAN WILL BE **ABORTED!**

TELL HIM WE CANNOT **FAIL!** WITH EVERYONE'S ATTENTION FOCUSED UPON THE CAMPUS **RIOT,** THE **VICTIM** WILL SOON BE **OURS!**

GOOD! **GOOD!** FOSGRAVE AND HIS VITAL NEW **ATOMIC EQUATIONS** MUST BELONG TO **AIM!**

PRIORITY I PROF. PAUL FOSGRAVE

FOSGRAVE MANNING U. DISCOVERER NEW ATOMIC EQUATIONS

DATA ANALYSER

REMEMBER... IT MUST SEEM AS THOUGH THE **RIOTERS** ARE TAKING HIM AS A HOSTAGE!

NONE MUST SUSPECT THAT HIS **TRUE** CAPTOR ... IS **AIM!**

MEANWHILE...

LOOK, SON... LEGITIMATE DEMANDS ARE **ONE** THING...

BUT CAN'T YOU SEE HOW **IMPOSSIBLE**... HOW **IRRATIONAL** YOURS ARE?

IT'S **NO USE!** IT'S LIKE TRYING TO ARGUE WITH A **ROBOT!** OR... SOMEONE IN A **TRANCE!**

A TRANCE! WHY DIDN'T I THINK OF THAT BEFORE? IT WOULD EXPLAIN HIS SUDDEN, UNREASONABLE CHANGEOVER!

HEY, BIG MAN... LEGGO OF HIM!

LOOK! IN THAT WINDOW ...ABOVE!

HELP! THEY'RE TRYING TO HOLD ME... AS A HOSTAGE!

IT'S PROFESSOR FOSGRAVE! HE'S BEING IMPRISONED IN HIS OWN OFFICE!

THEY MUST BE OUT OF THEIR MINDS TO DO THAT! IT'LL ONLY SERVE TO BRING THE POLICE!

PERFECT! NOW NO ONE WILL SUSPECT WE'RE NOT JUST ORDINARY STUDENT RADICALS!

THEY MUST BE NUTS! THEY'RE WAVIN' GUNS! WHA... WHAT DO THEY THINK THEY'RE TRYIN' TO DO?

THE WHOLE THING'S GOTTEN OUT OF HAND! NOW IT'S A JOB FOR ME!

GRIZZLY... PUT IT AWAY! THIS ISN'T HOW WE PLANNED IT!

SHUDDUP, BAKER! YOU'RE TOO CHICKEN FOR YOUR OWN GOOD!

THAT'S ENOUGH! NOW COME AWAY FROM THE WINDOW! DON'T OVER-ACT!

THAT'S NO ORDINARY REVOLVER!

...WHICH ONLY SERVES TO CONFIRM MY SUSPICIONS!

YOU STAY *PUT*, BAKER! I'LL GET BACK TO *YOU*, LATER!

NOTHING *DOIN'*! I GOT TOO BIG A *STAKE* IN ALL THIS!

WAIT! WHERE ARE YOU *TAKING* ME? I THOUGHT... YOU WERE HOLDING ME *HOSTAGE*?!!

EMERGENCY EXIT

THAT'S WHAT *EVERYONE'S* SUPPOSED TO THINK!

QUICK! DRAG 'IM TO THE *ROOF!*

HURRY! SOMEONE'S COMING UP THE *STAIRS!*

HOLD IT, MISTER! *YOU'RE* NOT GOING ANYWHERE!

THE MINUTE I SAW YOUR *GUNS* I PUT TWO AND TWO TOGETHER---

...AND IT ADDED UP TO... *AIM!*

ROOF

NO ONE *ELSE* HAS WEAPONS LIKE *THAT!*

CAP! LOOK *OUT*... *BEHIND* YOU!!

ZOK!

KAK!

THAT'LL SLOW 'IM UP!

NOW, WITH *CAPTAIN AMERICA* ON THE SCENE... EVERYTHING'S *CHANGED!*

IT MEANS OUR *SECRET* WILL BE *OUT!*

BUT WE'RE *STILL* AHEAD OF THE GAME IF WE GET THE *PROFESSOR!*

I DON'T *GET* IT! WHY ARE THEY HEADING FOR THE *ROOF?*

YOU'VE BEEN *DUPED*, BOY! *THEY'RE* NO SIMPLE CAMPUS RADICALS!

IT'S *PROFESSOR FOSGRAVE* THEY WANT... AND THEY WANT HIM FOR *AIM!*

SPANG!

GET DOWN! THIS IS *MY* KIND OF FIGHT!

ALL OF A SUDDEN... I SEEM TO SEE THINGS MORE *CLEARLY* NOW!

NATURALLY! THEY'RE TOO *BUSY* TO KEEP YOU UNDER THEIR *HYPNO-BEAM!*

IT'S ONE OF *AIM'S* MOST POTENT *WEAPONS!*

YOU'RE NOT ORDINARY STUDENTS!

YOU'RE AFTER MY *ATOMIC EQUATION* RESEARCH!

HOLD THEM *OFF* WHILE I ASSEMBLE THE PORTABLE *COPTER!*

WE'LL BE ON OUR WAY IN *SECONDS!*

HE'S GOT THE *RANGE* NOW! WE'RE *SITTING DUCKS*... UNLESS...!

THAK!

HEY... WHAT GOES *ON* UP THERE? THOSE TWO ARE REAL *KILLERS!*

POLICE

HERE'S THE *FUZZ*... AND FOR ONCE, NO ONE'S *COMPLAINING!*

WHAT *GIVES*, DEAN? PUTTIN' ON A *SHOW* FOR THE KIDS?

WELL, IT'S *ONE* WAY TO COOL THINGS!

HEY! HE'S GETTIN' *AWAY* ...WITH THE *PROF!*

DON'T WORRY, MART! *I'LL* STOP HIM!

THIS *HERO* JAZZ IS A *CINCH*...

...LONG AS YOU GOT A FAR-OUT *SHIELD!*

STAY *BACK*, YOU FOOL! *BACK*... I *WARN* YOU!

BLOK!

MY *SHIELD!* TOO LATE TO *REACH* FOR IT NOW!

BUT I'VE *GOT* TO STOP HIM... *SOME* WAY!

IF *ANY-THING'LL* DO IT...IT'S THEIR OWN *GUN!*

FZZAT!

I SNAPPED THE *BLADE!* THE *PROF* IS FALLING!

GOT YOU!

WOW! FOR A *LATE STARTER*, CAP, YOU SURE COME ON *STRONG!*

SOME TIME *LATER*, AFTER THE ADMINISTRATION HAS VOTED *AMNESTY* FOR THOSE WHO HAD BEEN DECEIVED BY *AIM*...

YOU'RE *STILL* FREE TO DISSENT, BAKER... BUT LET'S TRY FOR A LITTLE *EDUCATION* BETWEEN RIOTS...OKAY?

IT'S A *DEAL*, PROFESSOR! BUT I WISH I COULD BORROW THAT *AIM* HYPNO-GIZMO NEXT TIME WE *DEMONSTRATE!*

WHILE, BACK AT *SHIELD HQ*...

WELL, I SEE BY THE *PAPERS* THAT EVERYTHING'S COMIN' UP ROSES AT *MANNING* AGAIN!

BUT HOW COME YA DIDN'T *STAY* ON...AS *ATHLETIC INSTRUCTOR?*

I *COULDN'T*, FURY...

LOOKS LIKE YA DID A *GOOD* JOB, SUNBEAM!

...THE JOB'S TOO *TOUGH* FOR AN OLD CODGER LIKE *ME!*

!

NEXT THE MAN-BRUTE!

CAPT. AMERICA

15¢ CC | 121 JAN

MARVEL™ COMICS GROUP

CAPTAIN AMERICA™

APPROVED BY THE COMICS CODE AUTHORITY

THE COMING OF The MAN BRUTE!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

THE COMING OF THE MAN-BRUTE!

PROFESSOR SILAS X. CRAGG HAD A MAD, FANATICAL OBSESSION... EVERYWHERE HE LOOKED, HE SEEMED TO SEE THE DRAMATIC FORM OF... CAPTAIN AMERICA!

THE RED-WHITE-AND-BLUE AVENGER HAS HAUNTED ME, NIGHT AND DAY!

I'LL NEVER BE FREE OF HIM UNTIL I HAVE TOTALLY DESTROYED CAPTAIN AMERICA!

AND, DESTROY HIM I SHALL... FOR AT LAST I HAVE FOUND THE METHOD!

SCRIPT and ART by:
STAN LEE
AND
GENE COLAN

JOE SINNOTT,
EMBELLISHMENT

SAM ROSEN,
LETTERING

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TO *HIM* I AM *NOTHING*... JUST ONE OF THE NAMELESS MEN HE HAD BROUGHT TO *JUSTICE*... THOSE LONG YEARS AGO!

BUT, THOUGH HE HAS FORGOTTEN *ME*... I MUST HAVE MY REVENGE UPON *HIM*!

NOW I MUST BRUSH THE *IMAGES* FROM MY MIND... AND SEE THINGS AS THEY REALLY *ARE*!

HERE, WITHIN THE *LIBRARY*, I WILL CHECK MY RESEARCH FOR THE *FINAL* TIME...

...FOR *NOTHING* MUST BE LEFT TO *CHANCE*!

THE *ORIGIN* OF CAPTAIN AMERICA HAS BEEN TOLD AND RETOLD *ENDLESSLY*...

NEWS FILES

BUT, I MUST BE *CERTAIN* NO MINISCULE FACT HAS ESCAPED MY NOTICE!

THESE 30-YEAR OLD *NEWSPAPERS* WILL TELL ME WHAT I NEED TO KNOW!

HOW *FORTUNATE* IT IS... FOR MY *PLAN*... THAT COLUMNISTS NEVER TIRED OF *GUESSING* ABOUT EVERY ASPECT OF HIS STRANGE *BEGINNING*...

EXCLUSIVE TO THE N.Y. GLOB
THE ORIGIN
CAPTAIN AM
Though his iden
is still unknow
we have been
able to piece
together th
following i
story fro
official s
mo

AS A YOUTH, HE WAS SO *WEAK*... SO *PUNY*... THE ARMY *REJECTED* HIM FOR MILITARY SERVICE!

ENLI
NOW

SORRY, SON... WE'LL HAVE TO CLASSIFY YOU 4F!

"BUT THEN, HE WAS ASKED TO PARTICIPATE IN A STRANGE *EXPERIMENT*..."

WHY NOT? WHAT HAVE I GOT TO LOSE?

YOU ARE ABOUT TO BECOME... THE FINEST PHYSICAL SPECIMEN IN THE WORLD!

"THE CHANGE WAS *RAPID*... SO RAPID AS TO ALMOST DEFY *BELIEF*... BUT THE CHANGE *DID* OCCUR..!"

"HE WAS TO HAVE BEEN THE *FIRST*...OF THE MIGHTIEST *ARMY* THE WORLD WOULD EVER KNOW..."

"BUT *FATE* WILLED OTHERWISE... AS AN *ASSASSIN* MURDERED HIS CREATOR..."

"AND, THOUGH HIS DEATH WAS *AVENGED* BY THE NEW-BORN *CAPTAIN AMERICA*, THE FORMULA...AND ITS SECRET... DIED *WITH* HIM!"

BUT NOW...I *TOO* HAVE DEVELOPED SUCH A SERUM...

...A SERUM WHICH WILL *DESTROY* THE MASKED AVENGER!

I SHALL CREATE A *SIMILAR* BEING... BUT I WON'T *START* WITH A WEAK AND PUNY SUBJECT!

MY SERUM WILL BE GIVEN TO A POWERFUL *BRUTE* OF A MAN...THUS, WHEN HIS STRENGTH IS *MULTIPLIED*... HE'LL BE MANY TIMES THE *MASTER* OF CAPTAIN AMERICA!

NOW, ALL I NEED DO IS *FIND* THE ONE I NEED... A SAVAGE, LAWLESS *BEAST!*

AND WHAT BETTER PLACE TO SEARCH THAN *HERE*... ALONG THE STREET OF FORGOTTEN MEN... THE TRAGEDY-HAUNTED *BOWERY!*

BAR

EVEN *NOW* I SEE A HULKING *GIANT* OF A MAN ...WITH HATE AND *ANGER* IN HIS EYES!

THE WHOLE ROTTEN WORLD *STINKS!* NOBODY GIVES A RAP FOR *NOTHIN'!*

IS IT *POSSIBLE?* CAN I HAVE FOUND MY MAN SO *SOON?*

HE'S *BIG*...*POWERFUL*... AND BEST OF ALL, HE'S *BITTER!*

TO HAVE FOUND HIM SO *QUICKLY* IS AN OMEN OF A CERTAIN *SUCCESS!*

COME *HERE!* I WANT TO *TALK* TO YOU!

ME? WHAT *FOR?*

I CAN OFFER YOU *FAME*... *FORTUNE*...AND *POWER*... SUCH AS YOU HAVE NEVER *KNOWN!*

ALL I ASK IS YOUR *PROMISE* TO OBEY ME *IMPLICITLY!*

GIT *LOST!* WHY SHOULD *I* OBEY A CREEP LIKE *YOU?*

BECAUSE I CAN MAKE YOU THE *ONE* MAN IN THE WORLD WHO CAN *DEFEAT* CAPTAIN AMERICA!

OH YEAH? TELL ME *MORE!*

I *THOUGHT* YOU'D BE INTERESTED! BUT FIRST, TELL ME A LITTLE *ABOUT* YOURSELF!

NOTHIN' TO *TELL!* I'M A *NOBODY!* GOT NO FAMILY ANY MORE --- EVER SINCE I DID A STRETCH IN THE *PEN!*

NOW *YOU* START TALKIN'--!

STEP *INSIDE!* I'LL LET MY *DEEDS* SPEAK FOR ME!

YOU MUSTA *CRIBBED* THIS JOINT RIGHT OUTTA SOME KINDA *FRANKENSTEIN* PICTURE!

BE *SILENT!* ONE MISTAKE NOW COULD RUIN *EVERYTHING*... AND COST YOU YOUR *LIFE!*

AHH...YOUR BLOOD TYPE IS *PERFECT!*

AND SO... WE CAN *BEGIN!*

IMAGINE STRENGTH SUCH AS YOURS... *MAGNIFIED* A DOZEN TIMES!

AWRIGHT.. AWRIGHT! *HURRY* IT UP!

WHAT A FITTING *REVENGE* I SHALL HAVE UPON CAPTAIN AMERICA---

HE WILL GO DOWN IN *DEFEAT* AGAINST THE VERY *POWER* WHICH CREATED *HIM!*

--FOR *MY* CREATION WILL BE INFINITELY *STRONGER*... MORE *SAVAGE* MORE *BESTIAL!*

IN TRUTH, I HAVE SUCCESSFULLY CREATED AN UNBEATABLE... MAN-BRUTE!

NOW, ALL THAT *REMAINS* IS TO HAVE HIM *ATTACK* HIS COSTUMED PREY!

ZXX Serum

ZXX Serum

LATER, AT *AVENGERS HQ*...

THE *SIGNAL LIGHT!*

WE HAVE A *CALLER!*

VISITOR

STATE YOUR *NAME* AND *BUSINESS*, SIR!

I AM PROFESSOR *SILAS X. CRAGG!*

I WISH TO SEE THE *AVENGER* ON DUTY!

YOU'RE *SEEING* HIM, PROFESSOR! SPEAK YOUR PIECE!

I SEEK TO LOCATE *CAPTAIN AMERICA!*

I WOULD LIKE HIM TO APPEAR AT A *CHARITY PERFORMANCE* ...AT THE *ORPHANS' HOME!*

I'LL BE GLAD TO *CONTACT* HIM, PROFESSOR!

AND DON'T WORRY...HE'S NEVER *YET* TURNED DOWN A BID TO DO SOMETHING FOR *YOUNGSTERS!*

IT *WORKED*... AS I *KNEW* IT WOULD!

IF HE *APPEARS*, CAPTAIN AMERICA IS *DOOMED!*

MINUTES LATER...

IT WAS *GOOD* TO HEAR FROM THE *AVENGERS!*

I'M GOING *STIR CRAZY* WITH NOTHING TO DO!

LET'S *SEE* NOW... WHERE IS THE ORPHANAGE *LOCATED?*

FINALLY...

I'VE GOT TO PUT ON A *GOOD SHOW* FOR THE KIDS TODAY!

THERE HE *IS*... RIGHT ON THE *BUTTON!*

YOU'RE GONNA PUT ON A LOT *BETTER* SHOW THAN YA *THOUGHT*, MISTER!

WHO..??

JUST CALL ME THE *MAN-BRUTE!* I KINDA LIKE THE WAY IT *SOUNDS!*

WHAT A TERRIFIC *ACT!* THE KIDS'LL EAT IT *UP!*

YOU'D ALMOST SWEAR IT'S FOR *REAL!*

I HOPE THE KIDS'RE *WATCHIN'*, PUNK!

IT'S ABOUT *TIME* THEY GOT TO SEE A *REAL* MAN IN ACTION!

CRAGG WAS *RIGHT!* I'M A *LOT* STRONGER THAN HIM...I CAN *FEEL* IT!

WOW! NO MATTER *HOW* MUCH THEY REHEARSED IT...CAP MUSTA *FELT* THAT!

WHO *IS* THIS GUY, ANYWAY? HE'S A *POWER-HOUSE!*

WHOEVER HE IS...HIS POWER IS SUPER-HUMAN!

HAVE TO OUT-MANEUVER HIM... SOMEHOW!

CAN'T TAKE THIS KIND OF PUNISHMENT MUCH LONGER!

GET OUT OF HERE, KIDS! FAST! MOVE, I TELL YOU!

CAN'T TAKE A CHANCE OF THEM GETTING HURT!

BUT... WE THOUGHT ...YOU WERE PERFORMING FOR US!

A REAL PARTY-POOPER, AIN'TCHA?

NOW'S MY CHANCE! HAVE TO GIVE IT ALL I'VE GOT!

HE... DIDN'T SEEM TO FEEL IT!

IT AIN'T THAT I GOT ANYTHING AGAINST YA *PERSONALLY*...

BUT IT'S TIME A GUY LIKE YOU *RETIRED*... PERMANENT!

OKAY... SO YA KNOW HOW TO *DODGE'N DUCK* BETTER'N ME!

A FAT LOTTA *GOOD* IT'S GONNA DO YA!

ALL I GOTTA DO IS LAND *ONE* HAY-MAKER...

AND YA CAN'T KEEP DODGIN' 'EM *FOREVER!*

HE'S *RIGHT!* I'VE GOT TO TAKE THE *OFFENSIVE* ...IF I *CAN!*

BUT... IT'S LIKE FIGHTING A BIGGER, STRONGER VERSION OF... *MYSELF!*

WHAT'S HAPPEN-ING? WHAT DO YOU SEE?

THERE'S SOME-THING WRONG! THEY'RE NOT DOING THAT FOR US... THEY--THEY MEAN IT!

HE'S... TRYING TO FINISH CAP OFF!

I'VE GOT TO DO MORE THAN JUST PROTECT MYSELF..!

NONE OF THOSE KIDS WILL BE SAFE WITH THE MAN-BRUTE ON THE LOOSE!

HE MUST BE STOPPED... SOMEHOW...FOR THEIR SAKE!

WHY DON'TCHA GIVE UP, MASKED MAN?

MAKE IT EASY ON YERSELF BY TAKIN' YER WHACKS RIGHT NOW!

YOU ARROGANT, MUSCLE-BRAINED FOOL...

I STILL HAVE ONE ADVANTAGE...

NO MATTER HOW MUCH GREATER YOUR STRENGTH MAY BE...

YOU'VE ALL THE SKILL OF A CLUMSY, BUMBLING AMATEUR!

YOU KEEP THE SKILL, FALL GUY... I GOT THE POWER!

OR MAYBE YOU ALREADY NOTICED!

THAT ROOM'S TOO SMALL! NOT ENOUGH SPACE FOR CAP TO MANEUVER!

THAT OTHER GUY'S LIABLE TO KILL HIM?

WHY DOESN'T SOMEONE HELP?

THEY CAN'T! EVERYONE ELSE THINKS IT'S JUST A BIG SHOW THEY'RE PUTTING ON!

ROBERT! GET BACK! COME AWAY FROM THAT DOOR!

BUT SOMEBODY HAS TO DO SOMETHING ...FOR CAP!

KEEP *TRYIN'*, MISTER! SOONER OR LATER I'LL FIND A HOLD THAT YA *CAN'T* WRIGGLE OUT OF!

BUT *THIS* ISN'T IT!

NO! CAN'T SPIN HIM OVER MY *HEAD*... HE'LL LAND ATOP THAT *BOY!*

STAY *BACK* SON! GET *OUT* OF HERE!

ROBERT! YOU DON'T KNOW WHAT YOU'RE *DOING!* YOU'LL BE *HURT!* COME *BACK* HERE!

SOMEONE'S GOTTA HELP! *SOMEONE'S* GOTTA *DO* SOMETHING!

HEY! *BEAT IT,* KID!

I SAID... *BEAT IT!*

HAVE TO MAKE MY MOVE *NOW*... BEFORE HE TURNS ON THE *BOY!*

YOU *DID* IT, CAP!! YOU *DID* IT!

HE'S RUNNING OFF! BUT WHY? IT WAS JUST ONE FALL!

STAY AWAY, MAN! THE FIGHT'S OVER!

THERE'S NO REASON FOR HIM TO QUIT NOW!

HAVE TO STAY WITH HIM...TRY TO MAKE SOME SENSE OUT OF THIS!

BUT EVEN HIS SPEED IS GREATER THAN MINE!

NO USE! HE BEAT ME TO THE ELEVATOR!

BUT I CAN STILL TAKE THE STAIRS ...TRY TO HEAD HIM OFF!

CAP! CAP!

THUNK!

THE BOY WHO TRIED TO SAVE ME...HE'S CALLING!

I..CAN'T RUN OUT ON HIM NOW!

SOMEONE LIKE THE MAN-BRUTE WON'T BE HARD TO FIND ...LATER ON!

AND SO...

THIS WHOLE CHARITY AFFAIR...WAS RIGGED BY THAT PROFESSOR CRAGG... JUST TO TRAP ME!

AS SOON AS THIS IS OVER... I'LL FIND OUT WHY!

BUT ALAS, THE VALIANT AVENGER MAY NEVER GET THE *CHANCE*...

I'M *BACK*, CRAGG!

GOOD! GOOD!

THAT MEANS YOUR VICTIM IS *DEAD!*

WAIT! WHY ARE YOU *LOOK-ING* AT ME THAT WAY?

WHA... WHAT'S *WRONG?*

NOTHING IS WRONG!

...NO THANKS TO *YOU!*

YOU SOUND ...*DIFFERENT!* YOUR EYES...LOOK-ING AT ME...WITH BURNING *HATE!*

THEN...*ONE* LITTLE KID... TRIED TO *STOP* ME! HE RISKED HIS *LIFE*...TO HELP CAPTAIN AMERICA!

SO *WHAT?* WHO CARES ABOUT ONE STUPID *BRAT?*

I FOUGHT ONE OF THE *BRAVEST* GUYS I EVER FACED ...AND I MIGHTA *KILLED* 'IM...ON ACCOUNTA *YOU!*

I CARE, CRAGG...

DANGER HIGH VOLT

NO! NO! STAY BACK! STAY BACK!

THAT SPUNKY LITTLE KID... WAS MY SON!

IT'S OVER! I'LL... NEVER USE THIS DEADLY STRENGTH ...AGAIN!

THE NEXT DAY...

SO YA FOUND CRAGG DEAD ...AND THE MAN-BRUTE GONE, HUH?

SO KNOCK OFF MESSIN' WITH MY FILES, WING-HEAD!

I LEARNED WHAT I HAD TO, FURY...

CRAGG WAS SOMEONE I HAD SENT TO JAIL... MORE THAN 15 YEARS AGO!

OKAY! OKAY! SO NOW WHAT'RE YA POKIN' AROUND WITH?

RICK JONES

SHARON CARTER

NOTHING, NICK! A... COUPLE OF PICTURES ...JUST CAUGHT MY EYE!

LATER THAT EVENING...

WALKING THRU THE *BOWERY* JUST SUITS MY *MOOD* TONIGHT!

SOMETIMES I FEEL AS *LOST*...AS *HELPLESS*...AS THE POOR LONELY SOULS WHO CALL THIS PLACE *HOME!*

BUT, I'VE GOT TO SNAP *OUT* OUT OF IT! CAN'T LET THIS *LONELINESS* GET ME!

MAYBE...IF I THINK OF THE *MAN-BRUTE* ...TRY TO FIGURE WHERE I CAN *FIND* HIM...

NO... WHAT'S THE *USE?* HE'S PROBABLY MILES *AWAY* BY NOW!

NEXT THE *SCORPION* STRIKES!

CAPT. AMERICA

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CAPTAIN AMERICA™

THE STING OF THE SCORPION

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

THE STING OF THE SCORPION!

IN WHICH A BATTLE IS WAGED-- A VICTORY WON-- BUT NOT EVEN CAP CAN PREDICT THE AMAZING RESULT--!

I'VE SPENT A LIFETIME... BATTLING FOR LIBERTY-- FOR JUSTICE--

--BUT, IS THERE NEVER TO BE-- AN END TO IT?

HAUNTED BY THE PAST-- PLAGUED BY THE PRESENT-- A BROODING COSTUMED FIGURE WALKS THE LONELY MOONLIT STREETS--

STAN LEE..... AUTHOR

GENE COLAN ILLUSTRATOR

EMBELLISHMENT: JOE SINNOTT

LETTERING: ARTIE SIMEK

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HOW MUCH *LONGER* MUST I GO ON THIS WAY--LONELY... FRIENDLESS...NEVER KNOWING WHOM TO *TRUST?*

THERE MUST BE *MORE* TO LIFE THAN ENDLESS *BATTLE--*

MORE THAN FACING SPIES, KILLERS, AND *SUPER-FOES,* DAY AFTER DAY AFTER DAY!

THROUGHOUT THE WORLD, THE IMAGE OF *CAPTAIN AMERICA* HAS BECOME A SYMBOL--A LIVING EMBODIMENT OF ALL THAT DEMOCRACY STANDS FOR!

BUT NOW--THERE ARE THOSE WHO *SCORN* LOVE OF FLAG--LOVE OF *COUNTRY!*

--THOSE TO WHOM *PATRIOTISM* IS JUST A SQUARE, OUT-MODED WORD!

THOSE WHO THINK OF ME--AS A USE-LESS *RELIC*--OF A MEANINGLESS *PAST!*

I'M LIKE A *DINOSAUR*--IN THE *CRO-MAGNON* AGE! AN ANACHRONISM--WHO'S *OUT-LIVED* HIS TIME!

THIS IS THE DAY OF THE *ANTI-HERO*--THE AGE OF THE *REBEL*--AND THE *DISSENTER!*

IT ISN'T *HIP*--TO *DEFEND* THE ESTABLISHMENT!

--ONLY TO TEAR IT *DOWN!*

DRES

AND, IN A WORLD RIFE WITH *INJUSTICE, GREED,* AND ENDLESS *WAR*--

WHO'S TO SAY THE REBELS ARE *WRONG?*

BUT, I'VE NEVER LEARNED TO *PLAY* BY TODAY'S NEW RULES!

DRUGS

BUY

I'VE SPENT A LIFETIME DEFENDING THE FLAG--AND THE *LAW!*

HOTEL

PERHAPS--I SHOULD HAVE BATTLED *LESS*--AND *QUESTIONED* MORE!

YET, EVIL COMES IN MANY FORMS--

--AND IT ISN'T ONLY THE YOUNG --AND THE REBELLIOUS-- WHO DARE FIGHT IT!

SOMEWHERE--SOMEWHERE-- THERE MUST BE A PLACE FOR ME--A USE FOR ME--

--A LIFE FOR ME!

THUNK

THIS CAN'T BE THE SUM AND TOTAL OF ALL MY YEARS--

--A MOMENT'S RESPITE BETWEEN BATTLES-- IN A CHEAP HOTEL ROOM!

I THINK IT WAS MATTHEW WHO SAID-- "WHAT IS A MAN PROFITED, IF HE SHOULD GAIN THE WHOLE WORLD, AND LOSE HIS OWN SOUL?"

WHEN AM I TO FIND-- THE SOUL OF STEVE ROGERS?

C'MON, ROGERS-- KNOCK IT OFF! --I'M BEGINNING TO SOUND LIKE AN AUDITION FOR A SOAP OPERA!

OKAY, SO I'M NOT IN THE "NOW GENERATION"! SO WHAT?

SO I BELONG TO THE ESTABLISHMENT! I'M NOT GONNA KNOCK IT!

IT WAS THAT SAME ESTABLISHMENT THAT GAVE THEM A MARTIN LUTHER KING--A TOLKIEN--A MC LUHAN-- AND A COUPLE OF BROTHERS--NAMED KENNEDY!

WE DON'T CLAIM TO BE PERFECT--NO GENERATION IS! ALL WE CAN DO IS LEARN TO LIVE WITH EACH OTHER--LEARN TO LOVE ONE ANOTHER!

LOVE! THAT'S ONE THING NO GENERATION CAN CLAIM A MONOPOLY ON!

MAYBE THAT'S MY REAL HANG-UP! I'M THINKING OF EVERY-THING ELSE--BECAUSE IT'S TOO PAINFUL TO THINK OF-- SHARON!

I MISS HER SO MUCH THAT IT HURTS--AND YET--I HAVEN'T THE RIGHT TO GO TO HER!

SO LONG AS SHE REMAINS AN AGENT OF SHIELD-- SHE CAN NEVER BE--MINE!

FITFULLY, THE ANGUISHED AVENGER FINALLY FALLS ASLEEP--AND FITFULLY HE DREAMS--

SHARON! SHARON!

WHERE ARE YOU, MY DARLING?

WHY MUST THE GIRL I LOVE--RISK HER LIFE DAILY--WHEN I LONG TO PROTECT HER?

SOONER OR LATER--YOUR LUCK WILL RUN OUT! BUT--I COULDN'T BEAR IT!

SHARON! LOOK OUT THEY'RE ATTACKING --ATTACKING!

SHARON!

A DREAM! THANK GOD-- IT WAS ONLY A DREAM!

BUT PERHAPS CAP'S DREAM IS CLOSER TO REALITY THAN HE SUSPECTS! FOR, AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN--

WE MONITORED A CALL FROM SHIELD, SPECS!

THEY'RE ABOUT TO CLOSE IN ON US--SOON AS THEIR AGENT THIRTEEN GIVES THE WORD!

SHE'S JUST A GIRL! WE GOTTA FIND A WAY TO STOP HER!

WE GOT A FILE ON HER, BOSS! JUST SAY THE WORD--AND SHE'LL BE KAPUT!

NO SNOOPY DAME IS GONNA BREAK UP THIS OPERATION!

DON'T BE A FOOL, SMILER! PUT THAT CHOPPER AWAY!

WE DON'T WANT HER DEATH LAID TO OUR DOORSTEP!

I'VE HIRED AN OUT-SIDE SPECIALIST FOR THE JOB--

ONE WHO'D NEVER BE CONNECTED WITH OUR LITTLE SPY RING!

WHO IS HE, BOSS?

YOU'LL FIND OUT-- WHEN THE TIME COMES!

THEN, A SHORT TIME LATER--

WHY *FIGHT* IT? I JUST CAN'T FALL *ASLEEP* AGAIN!

I MIGHT AS WELL GET UP--AND *OUT!*

CLICK

ANYTHING'LL BE BETTER THAN THIS GLOOMY *HOTEL ROOM!*

CHECKING OUT AWFULLY *EARLY,* AREN'T YOU?

IT'S NOT AGAINST THE *LAW,* IS IT?

WHAT'S *WRONG* WITH ME? WHY AM I SO *UPTIGHT*? ANY INNOCENT REMARK SETS ME *OFF!*

*BUT, UNBEKNOWNST TO THE DEPARTING STEVE ROGERS, HE IS SOON ABOUT TO HAVE AN *ENCOUNTER* THAT WILL "SET HIM OFF" FAR MORE THAN HE EXPECTS--!*

I'VE STAYED OUT OF SIGHT FOR *MONTHS* SINCE MY PAROLE-- TESTING MY *POWERS*-- REGAINING MY *STRENGTH!*

BUT NOW--THE TIME HAS COME FOR THE *FINAL* TEST--WHEN I MUST EFFORT-LESSLY DEFEAT A *LIVE VICTIM!*

THEN, AND *ONLY* THEN, WILL I KNOW THAT *THE SCORPION* IS READY TO ASSAULT MANKIND ONCE MORE!*

THIS MYSTERIOUS, SUPER-POWERED MENACE IS THE RESULT OF A DRAMATIC MEDICAL **EXPERIMENT, AS FIRST REVEALED IN **SPIDER-MAN** #20! JUST SO YOU DON'T THINK WE PLUCKED HIM OUT OF A HAT!--STAN.*

THIS UNSUSPECTING FOOL, SO BLINDLY *APPROACHING* ME, WILL SERVE AS A PERFECT *TEST!*

MAYBE I'LL PAY A VISIT TO *SHIELD*-- ON THE CHANCE *SHARON* MAY HAVE RETURNED!

BAR

THWOK!

WHAT'S YOUR *HURRY*, MISTER?

HOW RIGHT YOU *ARE*, BRIGHT BOY!

A *MUGGER*, HUH! I'LL--

HEY! YOU'RE NO SIMPLE CORNER *PUNK!* WHAT--??

I'M CALLED-- THE *SCORPION!*

UNNH! MY *HAND!*

RAZK!

HE CAUGHT ME *UNAWARES!* MOVED TOO *FAST!*

MY *FIST*-- SLAMMED INTO THE *BRICK WALL!*

WOK!

WHEN YOU WAKE *UP*, YOU CAN TELL EVERY-ONE HOW YOU WERE KNOCKED OUT BY THE SCORPION'S *TAIL!* YOU'LL BE THE *LIFE* OF THE PARTY!

EVERYTHING CHECKED OUT *FINE!* I'M FASTER --STRONGER THAN I *EVER* WAS!

WONDER WHAT HE'S GOT IN *HERE?*

EEEEEEE EEE EEE EEEEEE

POLICE! NO TIME FOR THAT *NOW!*

PROBABLY NOTHING BUT A *HAM SANDWICH* AND SOME DIRTY *LAUNDRY*, ANYHOW!

IT'S THE *SCORPION!* BUT--HOW CAN ANYONE MOVE SO *FAST?*

HE DOESN'T DARE *FIRE* IN THE CROWDED STREET!

AND THE *SCORPION* CAN OUT-RUN *ANY* NORMAL MAN!

THAT MEANS IT'S UP TO *CAPTAIN AMERICA* TO NAIL HIM--IF I *CAN!*

BUT, THERE'S NO PLACE FOR ME TO *CHANGE* --UNLESS--

THE *HOTEL!* I'VE GOT TO GET *BACK* THERE AGAIN!

TAP

HOTEL REST

BUT--YOU JUST CHECKED *OUT* A FEW MINUTES AGO!

CHANGED MY *MIND!* ROOM'S STILL *VACANT* --GIVE ME THE KEY! *HURRY!*

IT'S NOT THAT I'M *NOSY,* BUT--

THE *KEY,* LADY-- THE *KEY!*

IF I DON'T GET INTO COSTUME *SOON,* THE TRAIL WILL BE--*OWW!*

IN MY *HASTE*--I FORGOT ABOUT--MY *HAND!* I CAN HARDLY *USE* IT!

BUT-- I MUSTN'T LET IT *STOP* ME-- NOW!

LUCKY FOR ME THE SCORPION DIDN'T GRAB MY *CASE!*

IT'S ABOUT AS *CLOSE* AS I'VE EVER COME TO HAVING MY *SECRET IDENTITY* EXPOSED!

UHHHH! MY *HAND!* WON'T STOP *THROBBING!*

I WAS AS CARELESS AS A *BEGINNER*--STRIKING OUT *BLINDLY* THAT WAY!

WITHOUT EVEN WEARING MY PROTECTIVE *GLOVE!*

NO TIME TO *TAPE* IT NOW! EASY! *EEEEASY!*

NO MATTER HOW I *KNOCK* IT, IT'S ALWAYS A *KICK* GETTING BACK IN COSTUME!

IT'S AS THOUGH--I'M BECOMING THE *REAL* ME! AS THOUGH I'M SHRUGGING OFF--SOME *FALSE* IDENTITY!

WELL, A *PSYCHIATRIST* MIGHT MAKE A LOT OF THAT--BUT *I'M* TOO BUSY!

SNAP!

MINUTES LATER--

HE CAN'T HAVE GOTTEN FAR!

HE'S PROBABLY STILL WEARING HIS SCORPION SUIT!

AN OUTFIT LIKE THAT WON'T EXACTLY SLIP INTO A HIP POCKET!

LET'S SEE-- WHERE WOULD I GO IF I WERE A SCORPION ON THE DODGE?

SOMEPLACE CROWDED-- YET QUIET-- WHERE I COULD LOSE MYSELF IN THE TWISTING, SHADOWY ALLEYS!

FIRST LUCKY BREAK I'VE HAD IN WEEKS! IT'S HIM!

HOLY SMOKE! IT'S CAPTAIN AMERICA!

NEVER MIND ME! WHATEVER YOU DO--DON'T LOSE THAT WAGON!

TAXI

SKREEE

AND, WITHIN THE SPEEDING WAGON--

GROVE LANE

CLICK

FOCUS

SO FAR, IT'S BEEN A CINCH TO KEEP THAT CHICK FROM SHIELD IN SIGHT!

THE BUILT-IN TV MONITOR IN THIS CHARIOT THEY GAVE ME DOES THE TRICK JUST FINE!

THIS'LL BE THE EASIEST DOUGH I EVER EARNED!

HEY! WHO'S THAT BEHIND ME?

HE'S STOPPING! LET ME OUT HERE--THEN YOU TAKE OFF!

BRING THIS NOTE TO SHIELD HQ, AND THEY'LL PAY YOU DOUBLE!

FORGET IT, CAP! FOR YOU, IT'S MY TREAT!

TAXI

SCREEEEECH!

GROVE LANE

IT'S CAPTAIN AMERICA! HOW'D HE GET INTO THIS?

WHO DO I TACKLE FIRST--HIM, OR THE GIRL?

IT'S NO CONTEST! SHE CAN WAIT!

KA-

OH NO YOU DON'T! THIS TIME I WAS READY FOR YOU!

THIS TIME? --WE NEVER FOUGHT BEFORE!

YEAH? WELL, YOU DIDN'T READ ENOUGH, MISTER!

UH OH! I ALMOST GAVE MYSELF AWAY!

I'VE READ SO MUCH ABOUT YOU THAT I FEEL AS THOUGH WE'RE OLD-TIME ENEMIES!

WHAT-- DOES HE MEAN-- BY THAT?

--OR YOU'D HAVE KNOWN MY SCORPION TAIL CAN FINISH OFF ANYONE!

BUT YOU HAVEN'T A *CHANCE* AGAINST SOMEONE WITH *SUPER-STRENGTH!*

OKAY-- SO YOU *KNOW* HOW TO HANDLE YOURSELF--

HE WHIRLED THAT *TREE* AROUND--AS THOUGH IT'S *WEIGHTLESS!*

MEANWHILE...

I'VE ALMOST GOT THE *EVIDENCE* I NEED!

WITHIN THE HOUR, I'LL SIGNAL *SHIELD* TO CLOSE IN!

--AND IT'LL BE *BYE BYE* ANOTHER SPY RING!

BUT THEN--

HOLD IT, SISTER!

AS, A FEW HUNDRED YARDS AWAY--

MY ONLY CHANCE-- TO DIVE *UNDER* HIS TAIL--PUT HIM ON THE *DEFENSIVE!*

WHOP

PRESSING HIS *PALMS* AGAINST ME--WITH *SUCTION CUPS* ON THEM!

OKAY, SMART GUY--YOU'VE HAD IT!

TOO MUCH *PRESSURE!* --CAN'T--BREAK *FREE--!*

WAIT! THIS *TREE*--IF I CAN *GRAB* IT--WITH MY INJURED *HAND*--

PAIN--ALMOST *UNBEARABLE!* BUT--HAVE TO *ENDURE IT*--A SECOND LONGER--

I'LL CHARGE 'EM *DOUBLE* FOR THIS JOB--ON ACCOUNTA *YOU!*

NOW!

FTANG!

I DID IT! HE'S OUT!

BUT--WHAT JOB WAS HE TALKING ABOUT? WHO WILL HE CHARGE DOUBLE?

BETTER SCOUT AROUND-- SEE WHERE HE WAS HEADING!

MINUTES LATER--

THE SCORPION MUST HAVE BUNGLED THE JOB! HOW ELSE DID SHE REACH US?

LEAVE HER IN THE CELLAR TILL WE KNOW WHAT'S GOIN' ON!

THE SCORPION! THEN-- THEY WERE ON TO ME! THEY HIRED HIM--TO STOP ME!

BUT--WHY DIDN'T HE? WHAT HAPPENED TO HIM?

UPSTAIRS-- SOUNDED LIKE A DOOR BEING SMASHED IN! BUT-- WHO?

SHIELD'S BEEN LOOKING FOR YOU BOYS!

IT'S CAPTAIN AMER-- -UHHH!-

LUCKY I DECIDED TO POKE AROUND THIS AREA!

WHERE'S YOUR LEADER --THE MAN CALLED SPECS?

AHH, I *FIGURED* THE NOISE WOULD BRING YOU RUNNING!

DON'T! PUT ME *DOWN!* PUT ME *DOWN!*

IT'LL BE A *PLEASURE!*

UNNHH!!

MUST BE BIG *MONEY* IN SPYING--THE WAY YOU WASTE THOSE *SHELLS!*

BUT *HERE*--THIS'LL HELP YOU CUT *EXPENSES!*

ZTANG!

IT'S A *BATTLE!* I HEARD--*CAP'S* VOICE--THE SOUND OF HIS *SHIELD,* ZINGING AGAINST A TARGET!

I HAVE TO *CALL* TO HIM--LET HIM KNOW--I'M *HERE!*--BUT, THIS *GAG*--

IF ONLY I CAN RUB IT *OFF*--AGAINST THE ROUGH EDGE--OF THIS *BARREL*--!

CAP'S TIP WAS RIGHT ON *TARGET!* THIS IS THE BREAK WE'VE BEEN *WAITING* FOR!

LET'S *RUSH* 'EM --BEFORE THEY CAN HARM *AGENT THIRTEEN!*

GOOD WORK, AVENGER --BUT *SHIELD'LL* TAKE IT FROM HERE!

WHAT ABOUT THE *SCORPION?* I LEFT HIM FOR YOU *OUTSIDE!*

YEAH--WE *FIGURED* IT WAS *YOU* DID THAT!

DON'T WORRY! HE'S ALL *GIFT-WRAPPED* AND READY TO *SING!*

IT'S *OVER!* THE SPY RING IS *BROKEN!*

BUT *CAP!* HE--MUSTN'T *GO*--UNTIL I *SEE* HIM!

THE *CABBIE* WHO BROUGHT THE NOTE IS *WAITING* FOR YOU, CAP! LOOKS LIKE YOU'VE GOT YOURSELF ANOTHER *FAN!*

HE'S *LEAVING!* NO, DARLING-- *NO!* NOT *YET*--!!

IT'S *OFF*-- AT *LAST!*

CAP! IT'S *ME*-- *SHARON!* I'M *HERE!* *CAP!* *CAP*--!!

HE'S *GONE,* GAL! BUT DON'T WORRY--*WE'LL* GET YOU OUT!

WHILE, ON THE WAY BACK TO THE CITY--

YOU LICKED THE *SCORPION* AND CLOBBERED A *SPY RING!* SO HOW COME YOU LOOK LIKE YOU LOST YOUR BEST GAL?

LOST HER? MAYBE--I NEVER *HAD* HER! FAR AS I KNOW-- SHE'S *FORGOTTEN* THAT I EXIST!

NEXT *SUPREMA THE SORCERESS!*

CAPT. AMERICA

15¢ CC

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MARVEL COMICS GROUP™

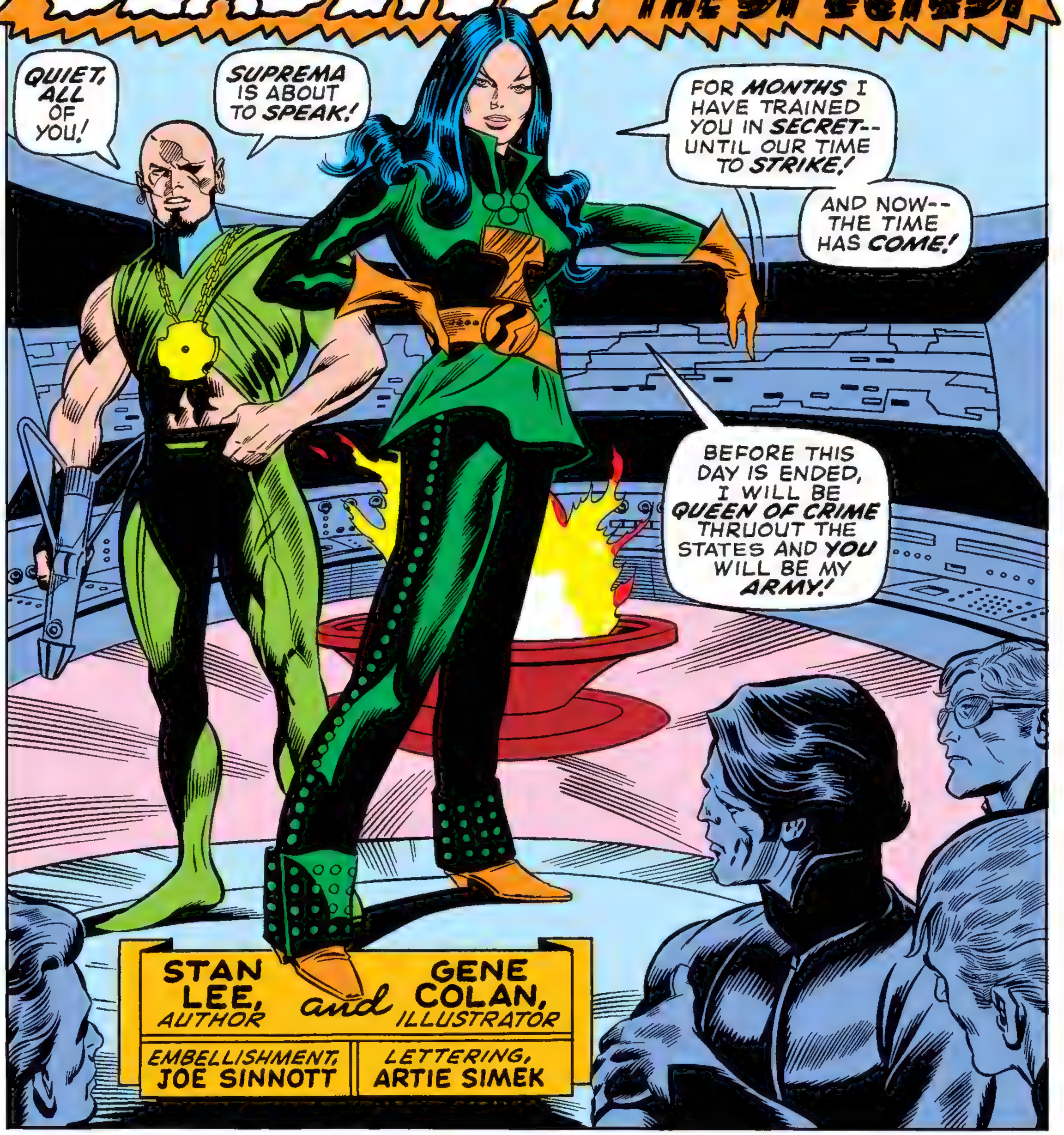
CAPTAIN AMERICA™

APPROVED BY THE COMICS CODE AUTHORITY

CAP BATTLES FOR HIS LIFE AGAINST NICK FURY and THE MYSTERIOUS SUPREMA!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

SUPREMA, THE DEADLIEST OF THE SPECIES!


QUIET, ALL OF YOU!
SUPREMA IS ABOUT TO SPEAK!
FOR MONTHS I HAVE TRAINED YOU IN SECRET-- UNTIL OUR TIME TO STRIKE!
AND NOW-- THE TIME HAS COME!
BEFORE THIS DAY IS ENDED, I WILL BE QUEEN OF CRIME THRUOUT THE STATES AND YOU WILL BE MY ARMY!

STAN LEE, AUTHOR and GENE COLAN, ILLUSTRATOR

EMBELLISHMENT, JOE SINNOTT | LETTERING, ARTIE SIMEK

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TIME: THE PRESENT! PLACE: THE HIDDEN HEADQUARTERS OF **SUPREMA**, MYSTERIOUS MISTRESS OF MENACE!

LOOK, LADY--YOU PAID US REAL GOOD--AND IT'S BEEN A **BLAST** UP TILL NOW--

BUT AINTCHA BITIN' OFF MORE THAN YOU CAN **CHEW**?

STEP **UP**, HERE, MY FRIEND--AND I WILL **ANSWER** YOU!

OKAY! DON'T MIND IF I **DO**!

BRAINLESS FOOL! THIS IS MY REPLY!

ZHK

NOBODY MAY QUESTION THE WORDS OF **SUPREMA**!

THEY WILL NOT **AGAIN** FORGET THAT YOU ARE THE GREATEST FEMALE BLACK-BELT **KARATE MASTER** OF ALL!

AND NOW, WE WILL **CONTINUE**--

EVERY BIG-TIME *RACKET*, *GAMBLING COMBINE* AND *SHAKE-DOWN OPERATION* IS LISTED ON THIS MAP!

WITHIN *24 HOURS*, I'LL BE IN CONTROL OF *ALL* OF THEM!

WE'VE STRUNG ALONG *THIS* FAR, SUPREMA--SO WE MIGHT AS WELL GO THE *ROUTE!*

BUT WE *STILL* DON'T HAVE ENOUGH *MUSCLE* TO DO WHAT YOU PLAN!

THAT IS WHERE YOU ARE *WRONG!*

I HAVE *ONE POWER* THAT I HAVE NEVER *SPOKEN* OF BEFORE! IT IS--

THE POWER OF-- WITCH-CRAFT!

THE POWER TO MAKE MEN *OBEY* MY EVERY COMMAND-- AS YOU WILL *SEE!*

AND NOW-- PREPARE THE *WOLVERINE JET!* I WANT IT READY TO *ROLL!*

APPLY FACE MASKS-- ALL OF YOU!

YOU-- PREPARE TO DO THE *STEERING* WHILE *I* CONTROL THE *SPEED!*

YOU *HEARD* SUPREMA! GET THOSE *FACE MASKS* ON!

DON'T GET *UPTIGHT*, SCARBO! WE'RE *DOIN'* IT!

SCARBO DOES *NOT* GET UPTIGHT! WITH *SUPREMA* OUR LEADER, WE CANNOT *FAIL!*

OUR FIRST *STRIKE* WILL BE ON LONG ISLAND-- THE CLUB OF *ACES WILDE!*

LONG ISLAND EXPRWY

MIDTOWN TNL

BUT HE'S GOT *GUNNIES* ALL *OVER* THE PLACE, SUPREMA! WE WON'T HAVE A *CHANCE!*

IT'S LIKE CRACKIN' *FORT KNOX!*

TEND TO YOUR *STEERING!* ONLY *I* WILL EVALUATE OUR *CHANCES!*

AND SUPREMA CAN *NEVER* BE WRONG!

MINUTES LATER--

THEY EXPECT *NOTHING!* EVERYONE IS *INSIDE!*

FOLLOW *ME* AND SEE HOW *SIMPLE* IT WILL BE!

IF SHE PULLS *THIS* OFF, SHE CAN DO *ANYTHING!*

DROP THOSE CHIPS, GENTLEMEN! THEY ARE FAR TOO *HEAVY* FOR YOU!

BACK OFF! YOU *HEARD* THE LADY!

WHAT *IS* THIS-- A *GAG?*

ACES WILDE'LL DO *ANYTHING* FOR A LAUGH!

YEAH-- BUT NO ONE'S *LAUGHIN'!*

WILDE, YOU'RE *FINISHED!* *SUPREMA* IS TAKING OVER NOW!

YOU AND YOUR MEN WILL OBEY ONLY *ME!*

IS THAT A *FACT?*

LADY, YER OUTTA YER *LEAGUE!* I BEEN THREATENED BY *EXPERTS!*

THIS IS *NO* LAUGHING MATTER, WILDE!

TAKE 'EM, BOYS!

OKAY THEN--I'M *DONE* LAUGHIN'!

YOU DON'T *MEAN* THAT, ACES!

NO--I DON'T--*MEAN* THAT!

HOLD IT, BOYS! THE CHICK-- IS RIGHT!

NOW LET US ENTER YOUR *OFFICE* AND SIGN SOME *PAPERS!*

SHE *DID* IT! I DUNNO *HOW*--BUT I *SAW* IT-- SHE REALLY *DID* IT!

SHE IS *SUPREMA!* WHATEVER SHE *WILLS*-- MUST COME TO PASS!

AND SO--

THE CONTRACT IS *SIGNED!* ALL THE PROFITS OF HIS *CLUB* WILL NOW BE USED TO *PAY* FOR OUR ACTIVITIES!

BUT THIS IS ONLY THE *BEGINNING!*

EVERYTHING MUST BE MINE! *EVERYTHING!*

NOW TURN *LEFT*, ONTO THE *GRAND CENTRAL PARKWAY!*

WHILE WE'RE HERE, WE'LL MAKE *ANOTHER* SIMPLE STRIKE!

THESE ARE JUST *REHEARSALS* FOR THE *BIG ONE* I HAVE PLANNED!

AND SO IT GOES, FOR THE REST OF THE DAY--

PUT *DOWN* THAT PHONE!

WHO IN BLUE BLAZES ARE *YOU?* WADDAYA *WANT* HERE?

SHE IS *SUPREMA*, YOUR NEW *MASTER!*

YER *NUTS!* *BLAST 'EM*, BOYS!

1 RACE

FAVORITE

YOU DON'T *MEAN* THAT!

YER *RIGHT!* I-- *DON'T*-- MEAN IT!

IT'S-- *OKAY*, BOYS! DO-- AS SHE-- *SAYS!*

MOB AFTER MOB--CRIME LORD AFTER CRIME LORD--TOPPLE LIKE TENPINS BEFORE THE FANTASTIC POWER OF--*SUPREMA!*

--UNTIL, AT LAST--

EEEEEE

NOW WE'RE IN FOR IT! THERE'S A *COP* ON OUR TAIL!

IT MEANS *NOTHING!* *SUPREMA* WILL HANDLE IT!

YOU DON'T WISH TO *STOP* US, DO YOU?

YOU SOME KINDA *NUT?* LET'S SEE YOUR-- YOUR--

YOU'RE *RIGHT!* DON'T WANNA STOP YOU! BE ON YOUR WAY, FOLKS!

AT THAT MOMENT, IN ANOTHER PART OF TOWN--

BARBE

I'D SURE HATE TO OWN THAT JOINT!

HARDLY EVER SEE A SINGLE CUSTOMER IN THERE!

BUT, WHAT THE CASUAL PASSERSBY DO NOT SEE-- BENEATH THE BARBER SHOP FLOOR--

MAN! NOT EVEN COLONEL FURY CAN STAND UP TO CAPTAIN AMERICA WHEN CAP GETS GOING!

THIS MANEUVER WILL USUALLY RENDER AN OPPONENT HELPLESS!

OKAY, OKAY! LET'S NOT OVERDO IT, MISTER!

NOW, NICK--IF YOU'LL COME AT ME AGAIN, I'LL DEMONSTRATE THE WRIST-BLOCK AND FOLLOW-THRU FOR YOUR BOYS!

CAREFUL, WINGHEAD! I'M READY FOR YA THIS TIME!

THAT'S THE IDEA! THIS LITTLE FEINT WORKS BEST WHEN YOUR FOE THINKS HE HAS YOU!

NOW WATCH YOURSELF, COLONEL--

NOTICE HOW THE RIGHT HIP IS USED TO GAIN MAXIMUM LEVERAGE-- AND SUDDEN THRUST!

AWRIGHT-- THAT'S ENUFF FER TODAY!

WE--DON'T WANNA BORE-- ALL THEM HEROES!

SHEESH! HOW CAN ANYONE AS SQUARE AS YOU HANDLE 'IMSELF LIKE THAT?

WELL? QUIT STANDIN' AROUND WITH YER FACES HANGIN' OUT! THE SHOW'S OVER! NOW GO PRACTICE WHATCHA LEARNED!

THEY'RE A GOOD GROUP, FURY! YOU SHOULD BE PROUD OF THEM!

BUT NOW THAT THE SESSION IS OVER, I GUESS I'D BETTER BE TAKING OFF! I'VE--GOT SOME THINGS TO DO!

YEAH? LIKE WHAT, F'RINSTANCE?

LIKE LOOKING FOR SHARON CARTER! YOU CAN'T KEEP HER BUSY ON CASES FOREVER, NICK!

LOOK, FELLA-- I DON'T TWIST HER ARM TO WORK FOR SHIELD! IT'S WHAT SHE WANTS TA DO!

ANYWAY, PAL--IF I WUZ IN YOUR SHOES--

--INSTEAD'A MOONIN' OVER THE GAL, I'D MARRY 'ER!

HEY--WHAT GIVES, WINGHEAD? DID I SAY SOMETHIN' OUTTA LINE?

NO, COLONEL! YOU SPOKE YOUR PIECE-- JUST AS I WOULD HAVE DONE!

BUT, YOU HIT A SORE SPOT, OLD FRIEND!

HOW CAN I MARRY A GIRL WHOSE SENSE OF DUTY EQUALS MY OWN? --WHO WON'T QUIT SHIELD SO LONG AS THERE'S A NEED FOR HER!

AND, WHAT HAVE I TO OFFER HER--?

--JUST THE FADING REPUTATION OF A BATTLE-WEARY HAS-BEEN!

MEANWHILE, BACK AT THE HEAVILY-FORTIFIED HEADQUARTERS OF--SUPREMA--

NOW THAT WE HAVE COMPLETED *PHASE ONE*--WE ARE READY TO ATTEMPT OUR *BIGGEST* COUP--

PREPARE YOURSELVES FOR A FEAT SO *DARING*--SO *SPECTACULAR* --THAT NONE BUT *SUPREMA* WOULD ATTEMPT IT!

OUR NEXT TOTAL *TAKE-OVER* SHALL BE--

THE FORCES OF *SHIELD*, ITSELF!

BUT--EVEN IF YOU'VE GOT THE *POWER*-- HOW CAN YOU *FIND* 'EM?

I WILL *SHOW* YOU!

PREPARE THE *WOLVERINE JET!*

THIS VEHICLE IS EQUIPPED WITH THE MOST *SOPHISTICATED* ELECTRONIC DEVICES KNOWN TO SCIENCE!

AND, INCLUDED *AMONG* THEM, IS ONE ULTRA-SENSITIVE *ELECTRO-SCANNER!*

EVERY *SHIELD* AGENT WEARS A SPECIAL IDENTIFYING *MINI-BADGE*--

--WHICH WE CAN *DETECT* FROM A DISTANCE OF *500* YARDS!

THIS IS *NUTTY*, SUPREMA! WE'VE BEEN CRUISIN' FOR *HOURS* NOW, AND--*HEY!*

HAIG

CLARIDGE

MUTUAL RADIO

BONDS

BOND CLOTHING

PAINT

LIVORTH

REGAL SHOES

BONE

SILENCE, YOU FOOL! THE *ELECTRO-LIGHT* IS FLASHING!

WE'VE *FOUND* OUR MAN!

NOW, ALL WE GOTTA DO IS *TAIL* 'IM, HUH?

NO! THERE IS AN *EASIER* WAY! GET *CLOSER* TO HIM!

YOU! GIVE ME YOUR *ATTENTION!*

I AM *SUPREMA!* YOU WILL TAKE ME TO THE *DIRECTOR OF SHIELD!*

GIT *LOST*, LADY! YER *KEEPER'LL* BE LOOKIN' FOR YA!

HOW'D SHE *KNOW* WHO I *AM?*

I *ORDER* YOU TO OBEY ME!

LOOK, SISTER! WHY DON'TCHA JUST-- JUST--

WELL, I GUESS THERE WOULDN'T BE NO *HARM* IN DOIN' WHAT YOU SAY!

FURY'S OUT ON OUR *WEAPONRY RANGE*, TESTIN' SOME OF *TONY STARK'S* NEWEST BATTLE GIZMOS!

GET *INTO* THE TRUCK! YOU WILL *DIRECT* US TO THE SITE!

LATER, JUST BEYOND THE CITY LIMITS--

THERE THEY *ARE*-- JUST LIKE I *SAID!*

HMMM--AND WITH THEM--*CAPTAIN AMERICA!*

SHOP

UP *THERE,* FURY-- *COMPANY!*

LOOKS LIKE *DUM DUM* BROUGHT 'EM!

BUT WHO IN BLAZES *ARE* THEY?

START *TALKIN',* LADY, THIS AINT *OPEN SCHOOL WEEK!*

MY MY! SUCH AWFUL *MANNERS!*

DON'T KNOW WHO SHE *IS*--BUT SHE SEEMS AWFULLY *SURE* OF HERSELF!

I DON'T LIKE THE *LOOKS* OF IT!

MY NAME IS *SUPREMA!*

I AM THE NEW *DIRECTOR OF SHIELD!*

OKAY, BOSS!

I NEVER KNEW FURY WOULD GO WITH A *GAG* LIKE THAT!

OR--*IS* IT A GAG?

IT'LL BE *GREAT* WORKING FOR HER!

WE'VE GOTTA DO EVERYTHING SHE *SAYS!*

IT'S AS THOUGH--SHE HAS THEM--UNDER SOME SORT OF *SPELL!*

WHAT WAS *THAT?* WHAT HIT MY *SHIELD?*

PING

I'LL WORRY ABOUT IT *LATER!* RIGHT NOW--THERE'S BIG *TROUBLE!*

LOOK! ONLY *HE* HAS EVADED MY *CONTROL!*

HOW IS IT *POSSIBLE?*

WHILE *YOU* SEARCH FOR THE *ANSWER,* SUPREMA--

I WILL BRING HIM INTO THE FOLD--IN MY *OWN* MANNER!

DON'T *COUNT* ON IT, MISTER!

THIS IS WHERE I *SHINE!*

NO ONE INFILTRATES SHIELD SO EASILY-- WHILE I CAN HELP IT!

EVEN IF YOU DID MANAGE TO PUT THE WHAMMY ON FURY AND HIS MEN!

STOP HIM! STOP HIM!

SPANG!

THIS IS NO GOOD! CAN'T HOLD THEM ALL OFF!

HAVE TO GET AWAY-- WHERE I CAN THINK! FIGURE THINGS OUT-- DECIDE WHAT TO DO!

HE MUST NOT ESCAPE!

QUICK! FINISH HIM OFF!

IF YOU CAN DREAM UP ANY COPY FOR THIS PAGE, GOOD ENOUGH TO EMBELLISH GENE'S DAZZLIN' ARTWORK, BE MY GUEST! I PASS!
--STAN.

WE'VE GOT 'IM NOW!

HE'S AN ENEMY OF SUPREMA'S! A TRAITOR TO SHIELD!

THEREFORE-- HE MUST DIE!

IT'S WORSE THAN I THOUGHT! SHE'S ACTUALLY TAKEN OVER-- IN A MATTER OF SECONDS!

WHICH MEANS I CAN'T BE BEATEN NOW--

--'CAUSE I'M NEEDED MORE THAN EVER!

SOMEONE HAS TO FIND THE ANSWER!

SOMEONE HAS TO SET THINGS RIGHT!

ANYONE WHO TAKES CONTROL OF *SHIELD*--

--COMMANDS THE MOST *POWERFUL* SECRET FIGHTING FORCE IN THE *NATION!*

AND IT'S *NOT* ABOUT TO HAPPEN--WHILE I STILL *LIVE!*

BUT, THE LONGER I *STAY* HERE--

--THE *WORSE* MY CHANCES!

FIRST, I'VE GOT A *HUNCH* TO FOLLOW UP--

AND THE TRUCK THEY *CAME* IN WILL HELP ME *DO* IT!

NEVER THOUGHT I'D SEE THE DAY WHEN I WAS *FIRED* AT--BY FURY'S OWN *MEN!*

IT'S AS THOUGH THE WHOLE *WORLD* HAS SUDDENLY GONE *MAD!*

OR CAN IT BE--EVERYONE *ELSE* IS OKAY--AND *I'VE* SUDDENLY CRACKED UP?

WELL, THERE'S ONLY *ONE* WAY TO FIND OUT--

STAR

GAS R

--AND THAT'S IN THE *MORGUE ROOM* OF THE CITY'S BIGGEST *NEWSPAPER!*

THUS, ONE HOUR LATER--

SHOULD I SEND THE BILL TO *SHIELD*-- OR THE *AVENGERS?*

YOU'RE ALL *HEART*, JAMESON!

AH! JUST WHAT I *WANTED!*

MY *NEXT* STOP-- TONY STARK'S *FACTORY!*

CAN I USE YOUR 321 *COMPUTER*, MR. STARK?

HELP YOURSELF, CAP! YOU KNOW WHERE IT IS!

THIS WILL TELL ME WHAT I HAVE TO *KNOW!*

IT ALL CHECKS OUT!

I FOUND THE *NAMES* I NEEDED IN THE BACK-ISSUE *NEWSPAPER FILES--*

AND STARK'S *COMPUTER* VERIFIED THE FACTS-- PROVING OUT MY THEORY!

NOW I KNOW THE *SECRET* OF SUPREMA'S *POWER!*

THEN, AS THE SPEEDING TRUCK REACHES ITS DESTINATION--

IT'S CAPTAIN AMERICA! THE FOOL HAS RETURNED!

NOW WE CAN FINISH HIM--FOR GOOD!

MY HEAD! WHA-WHAT'S HAPPENED?

I FEEL LIKE--I'M JUST WAKIN' UP!

SOME-THING IS WRONG! THEY ARE REVIVING!

SCARBO! WHERE ARE YOU??!

BUT, BEFORE SUPREMA'S MEN CAN STRIKE--

GIT 'EM, GUYS!

WE HEAR YA TALKIN', COLONEL!

ZOK!

MY HUNCH WAS RIGHT! I HEAR THE SOUNDS OF BATTLE BELOW!

IT MEANS THE ELECTRIC CURRENT I GENERATED IN THE TRUCK IS DOING ITS JOB!

IT'S ACTING LIKE A SHORT CIRCUIT, BREAKING SUPREMA'S CONTROL!

SCARBO! WHAT WENT WRONG? HOW CAN THEY FIGHT US?

SOMETHING IS DISRUPTING THE CONTROL DISC!

IT'S CAPTAIN AMERICA'S DOING--FROM WITHIN THE TRUCK!

WE CAN'T ESCAPE! HE'S FOUND THE GAS JETS! HE'S FIRING--!

RIGHT, SCARBO! I GUESSED THAT YOU AND SUPREMA WERE EX-PERFORMERS --WHO PARLAYED A SIMPLE HYPNOTISM ACT INTO A CRIME SPREE!

BY SEARCHING OLD NEWS-PAPER FILES, I FOUND SOME SHOW BUSINESS ADS OF YOUR ACT--

IT'S ALL OVER! OUR MASTER PLAN--IS DOWN THE DRAIN!

--ADS FROM THE DAYS WHEN YOU AND YOUR BROTHER WERE KNOWN AS SCARBO AND SISTER --HYPNOTISTS SUPREME!

ALL YOU DID WAS AMPLIFY YOUR POWER WITH THIS ELECTRONIC DISC WHICH SCARBO WORE AROUND HIS NECK!

IT'S A PITY YOUR MINDS WERE SO TWISTED! YOU HAD TALENT ENOUGH--TO MAKE IT-- WITHOUT TURNING TO CRIME!

THE TWO OF US--WORKING TOGETHER-- COULD ACCOMPLISH ANYTHING!

IT'S NOT TOO LATE! LISTEN--JOIN ME-- WE'LL BE PARTNERS --NO ONE CAN STOP US--DON'T YOU UNDERSTAND? I'M OFFERING YOU POWER--POWER POWER--!!

WAIT! COME BACK --YOU CAN'T TURN US IN --YOU CAN'T!

POWER--

IT WAS THE DISC'S VIBRATIONS WHICH I FELT HITTING MY SHIELD A WHILE BACK, THAT FIRST TIPPED ME OFF!

--THE EVIL MEN HAVE DONE --IN ITS NAME!

NEXT WHAT IS... THE CYBORG?

CAPT. AMERICA

15¢ CC

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CAPTAIN AMERICA

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I STUMBLED INTO A TRAP!

SUDDEN DEATH... IN FRONT AND BEHIND ME!

IS HE HUMAN? CAN HE BE KILLED? HOW DOES CAP BATTLE THE CREATURE CALLED... CYBORG!

EXTRA! FAREWELL TO NICK FURY AND THE GIRL CAP LOVES?

MISSION: STOP THE CYBORG!

TWO ASSASSINS FROM A.I.M.... ATTACKING ME IN THE *STREET!*

I WAS *CARELESS*...I LET MY *GUARD* DOWN... WHILE DAYDREAMING OF *SHARON!*

PRODUCED BY:
STAN LEE and GENE COLAN

JOE SINNOTT
INKER
SAM ROSEN
LETTERER

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LUCKY FOR ME THERE'S ONLY *TWO* OF THEM!

HAVE TO *FINISH* THEM OFF BEFORE *MODOK* DECIDES TO TAKE A HAND!

BECAUSE, IF *MODOK'S* RUNNING TRUE TO FORM---

---HE'LL BE *MONITORING* THIS WHOLE SCENE!

A *KARATE KICK!*

DIDN'T MODOK *WARN* YOU, MISTER--?

KARATE WAS MY *SPECIALTY* BEFORE YOU EVEN KNEW THE *NAME!*

THEY'RE NOT *SKILLFUL* ENOUGH FOR ME!

BUT MODOK MUST HAVE *KNOWN* THAT!

SO WHY DID HE *SEND* THEM?

THERE'S NO PLACE TO *RUN*, BOYS!

YOU KNOW WHAT'LL *HAPPEN* WHEN MODOK LEARNS YOU'VE *FAILED!*

WELL, I'LL SHED NO TEARS FOR *THEM!*

SHIELD WILL WANT TO STUDY THEIR *BLASTER!*

TOO LATE! IT'S-- *DISSOLVING!*

MODOK MUST HAVE GOTTEN THE IDEA FROM *MISSION IMPOSSIBLE!*

MODOK... MERCILESS, MISSHAPEN LEADER OF *AIM! MODOK*... MAN, OR *MONSTER? MODOK*... WHOSE EMOTIONLESS *VOICE* WE HEAR AS WE APPROACH HIS HEAVILY-GUARDED, HIDDEN *SANCTUARY*...

THEY HAVE *FAILED*... AS I *KNEW* THEY WOULD!

UPON THEIR RETURN, *ELIMINATE* A-14!

--- AND PREPARE A-12 FOR--- THE *CYBORG* EXPERIMENT!

SOONER OR LATER, *CAPTAIN AMERICA* WILL REALIZE THERE WAS A *PURPOSE* TO MY PLAN---

BUT, BY THE TIME HE *DOES*---IT WILL BE---*TOO LATE!*

CLICK!

ASSASSIN 12 ... YOU KNOW THE PRICE FOR FAILURE!

BUT MODOK WILL BE... GENEROUS!

YOU MAY HAVE A CHOICE: DEATH-- OR THE CYBORG EXPERIMENT!

I CHOOSE TO BECOME ...THE CYBORG!

AND SO...

ALL IS READY, MASTER!

TELL ME ...YOU MUST TELL ME... WHAT IS A CYBORG?

THE NAME IS A SYMBOL... A SYMBOL FOR CYBERNETIC ORGANISM!

WE MERELY TAKE SOMEONE LIKE YOU... A NORMAL HUMAN BEING...

THEN, THRU THE MAGIC OF BIO-CHEMISTRY... WE CHANGE YOU...

WE MAKE YOU PART MAN... AND PART MACHINE!

WE GIVE YOU ARTIFICIAL POWERS YOU'VE NEVER DREAMED OF!

POWERS WHICH I, MODOK, HAVE CREATED FOR YOU...TO ENABLE YOU TO DESTROY ONE MAN---

...TO MAKE YOU THE MASTER OF...CAPTAIN AMERICA!

AND YOU WILL BE TOTALLY, ETERNALLY OBEDIENT... TO ME!

FOR YOUR POWER WILL STEM FROM A MICRO-WAVE ENERGIZER I HAVE HIDDEN BENEATH YOUR SKIN!

... AND NONE BUT MODOK CAN CONTROL IT---OR HAVE IT RE-CHARGED!

NOW...LET THE FINAL PHASE BEGIN!

300

5000

IT IS *COMPLETED!* REMOVE THE PROTECTIVE CYLINDER!

MASTER... YOUR CYBORG LIVES!

MEANWHILE---

NO USE WORRYING ABOUT *MODOK*... UNTIL HE STRIKES *AGAIN!*

BARB

RIGHT NOW, I'VE GOT TO *FINISH* WHAT I STARTED...

I'VE GOT TO *SETTLE* THINGS---WITH *SHARON!*

FOG THE FRONT WINDOW, MISTER!

I'M HEADING BELOW...TO SEE NICK FURY!

YOU'VE GOT IT, CAP!

LOWER AWAY!

I WANNA TALK TO YOU, FURY!

YEAH? I FIGGERED MEBBE YA JUST DROPPED IN TA RIDE THE CHAIR!

WHAT'S ON YER MIND, AVENGER?

DON'T PLAY GAMES WITH ME, COLONEL! YOU KNOW WHAT I WANT! IT'S ABOUT SHARON!

I WANT YOU TO TAKE HER OFF FIELD SERVICE...GIVE HER A DESK JOB!

YOU'RE ASKIN' A LOT, BIG MAN! SHE'S ONE OF MY BEST!

I'M THRU ASKING, NICK... I'M TELLING!

KEEP HER OUT OF DANGER...OR THE NEXT TIME YOU NEED CAPTAIN AMERICA...FORGET IT!

YOU DRIVE A *HARD* BARGAIN, WINGHEAD--- BUT I GUESS I *OWE* YA THAT MUCH!

SO IF IT'S AWRIGHT WITH *HER*, IT'S OKAY BY *ME!*

HEY, BLUE-EYES---QUIT CHEWIN' YER CUD 'N EARN YER *PAY* FER A CHANGE!

SEND *AGENT 13* IN HERE ---AND I MEAN LIKE *NOW!*

DARLING! IT'S *YOU!* IT'S REALLY *YOU!*

SHARON--- *LISTEN* TO ME---

FURY IS *RECLASSIFYING* YOU--- PUTTING YOU ON *INACTIVE* DUTY!

YOU'LL *STILL* BE AN AGENT OF *SHIELD*--- BUT YOU WON'T BE PUTTING YOUR *LIFE* ON THE LINE EVERY DAY!

IF THAT'S WHAT YOU *WANT,* MY DEAREST---

OKAY, YOU TWO---*GIT LOST*--- BEFORE I BELTCHA WITH A *CRYIN' TOWEL!*

YOU DON'T HAVE TO TELL US *TWICE,* OLD FRIEND!

SOME *SUPERHERO!* YER AS TOUGH AS A BOWL'A *JELLO!*

WELL, THAT TAKES CARE'A *THAT!*

NOW I'D BETTER SCAN THE STREETS 'N SEE IF ANYTHING'S *DOIN'*---

CLICK

CLOSED CIRCUIT

HEY! HOW LUCKY CAN YA BE?

FIRST CRACK OUTTA THE BOX, 'N LOOK WHAT I FIND!

SAVINGS BAN

CAN'T TELL IF IT'S A ROBOT...OR SOME NUT IN A HALLOWEEN SUIT!

...BUT ONE THING'S FER SURE... HE'S SMASHIN' HIS WAY INTO THAT BLASTED BANK!

STOP! YOU CAN'T... WHA--??!

THOSE EYES! BLAZING LIKE TORCHES--- BLINDING ME--!!

=UHHHH...=

MODOK WAS RIGHT! I CAN DO---ANY-THING!

RRAK!

SHARON--- WAIT! LOOK AT THAT!

THAT ATTACK ON ME MUST HAVE BEEN ONLY THE BEGINNING!

I'M BETTING THAT'S PHASE TWO OF MODOK'S PLAN!

COLONEL... IT WON'T TAKE ME LONG TO REACH THAT AREA!

SHARON! HAVE YOU FORGOTTEN YOUR PROMISE?

OH-- I-- I'M SORRY, DEAR! I'M TO LEAVE THE DANGER TO YOU ...FROM NOW ON--!

IT'S THE ONLY WAY THERE'LL BE ANY FUTURE FOR US, SHARON!

I COULDN'T BEAR TO LOSE... SOMEONE I LOVE... FOR A SECOND TIME!

LOOK! HE... HE'S ABLE TO WALK UP THE SIDE OF... A SHEER WALL!

THAT MEANS IT'S TOO LATE FOR ANY OF US TO CATCH HIM NOW!

CLOSED CIRCUIT

A SHORT TIME LATER...

THROW THE MONEY AWAY! IT MEANS NOTHING!

YOU ARE CORRECT, MASTER! ALL THAT MATTERS IS... I HAVE PASSED MY FIRST TEST!

I CAN HEAR SOUNDS NO OTHER MAN CAN HEAR! I CAN WALK UPON WALLS! MY STRENGTH IS ALMOST BEYOND MEASURE!

AND MY EYE-BEAMS ARE THE PERFECT WEAPON!

CHECK OUT THE CYBORG'S MICRO-WAVE ENERGIZER! IT MUST BE FULLY OPERATIONAL!

BECAUSE NEXT HE TACKLES... CAPTAIN AMERICA!

WHILE, BACK AT SHIELD...

YES, COLONEL FURY! I'LL TELL CAP...

YOU'RE WAITING FOR HIM IN A BROWNSTONE BUILDING...

IT'S AT 211 EAST CARTER STREET! YES... I'LL HAVE HIM RUSH!

BUT, TWO MINUTES LATER...

COLONEL FURY! I-- I THOUGHT YOU WERE WAITING FOR CAP... DOWN-TOWN!

QUIT KIDDING, GIRL! I BEEN NEXT DOOR ALL DAY!

I'M GOIN' OUT ON A CAPER NOW! SEE YA LATER!

IF IT *WASN'T* FURY WHO CALLED... THEN I SENT THE MAN I LOVE... INTO A *TRAP!*

TOO LATE TO GET *HELP*... THE COLONEL TOOK HIS BEST MEN *WITH* HIM!

THAT MEANS IT'S UP TO *ME* TO REACH THAT BROWNSTONE *BEFORE* CAP DOES... AND FIND A WAY TO *WARN* HIM!

IF ONLY I HAD SOME WAY TO *CONTACT* HIM!

AND, AT THAT VERY MOMENT...

I DON'T KNOW WHY FURY *SENT* FOR ME...

BUT WHEN *HE* SAYS "COME A' RUNNING", THERE'S GOTTA BE A *REASON!*

ONLY A FEW MORE BLOCKS TO *GO*...

THIS IS THE PLACE!

IT'S SO *QUIET* INSIDE! CAP *COULDN'T* HAVE REACHED HERE YET!

STILL, I DARE NOT TAKE A *CHANCE!*

HE *MAY* HAVE GOTTEN HERE FIRST! HE MAY BE IN *TROUBLE*... INSIDE!

IF HE SHOULD *NEED* ME, I MUSTN'T...

OH!!

YOU MOVE *QUICKLY*, GIRL!

BUT *SPEED* CANNOT SAVE YOU!

I AM...THE *CYBORG!*

RIP!

YOU... YOU'RE THE ONE... WHO BROKE INTO THE *BANK!*

AND I CANNOT WASTE ANY MORE TIME... ON *YOU!*

FOR I AM EXPECT-ING *ANOTHER* ... WHOM I MUST *DESTROY!*

CAP!

SHARON'S VOICE! HOW DID SHE GET HERE?

SO! FURY DIDN'T CALL! IT WAS A TRAP... TO LURE ME HERE!

OKAY... YOU MADE YOUR POINT! NOW-PUT-DOWN-THAT-GIRL!

SO, YOU HAVE MORE THAN A CASUAL INTEREST IN HER, DO YOU?

THE CYBORG IS AMUSED!

OKAY, CYBORG... OR WHATEVER YOU CALL YOURSELF... NOW HEAR THIS...

HARM ONE HAIR OF THAT GIRL'S HEAD... AND THERE'LL BE NO PLACE ON EARTH FOR YOU TO HIDE FROM ME!

AND THAT GOES FOR YOUR BOSS MODOK, TOO!

A MOST IMPRESSIVE SPEECH, AVENGER!

CLANG!

BLUNG!

A PITY YOU'RE SO POWERLESS TO BACK IT UP!

AND NOW THAT YOU'RE TRAPPED IN HERE... WITH NO WAY OUT...

I'LL PERFORM THE TASK I WAS CREATED FOR!

I'LL TOTALLY DESTROY CAPTAIN AMERICA!

IF I LIVE OR DIE... SO WHAT?

BUT SHARON ...AND FURY... HOW COULD THEY DO IT.. ?

HOW COULD THEY BREAK THEIR PROMISE TO ME ?

HIS EYES ---TRYING TO BLIND ME!

MUSTN'T FACE HIM! IT'S TOO DANGEROUS!

THE STAIRS! IF I CAN MAKE IT TO THE TOP..!

THEY'RE FLATTENING OUT!!

CAN'T HOLD ON! I-- I'M SLIDING DOWN AGAIN!

THE ENTIRE BUILDING --- IS ONE GIGANTIC TRAP!

AND THE DEADLIEST TRAP OF ALL IS WAITING FOR YOU --- BELOW!

CLICK!

HAVE TO LOOSEN UP... GET MY BALANCE!

CAN'T AFFORD ANY BROKEN BONES WHEN I LAND!

RRRRRRRRRRR

AND SO-- FARE-WELL!

NO! I CAN'T BE BEATEN NOW!

... NOT WITH SHARON STILL IN DANGER!

MADE IT! BUT NOW...

THE WALLS! THEY'RE CLOSING IN ON ME!

HAVE TO THINK... THINK!

THE MECHANISM THAT'S MOVING THE WALLS... I CAN HEAR IT... RIGHT THRU THE PLASTER!

IF I CAN THUMP IT HARD ENOUGH... WITH MY SHIELD...

THUD!

THUD!

... MAYBE I CAN JAR IT LOOSE... GET IT OUT OF SYNC!

MUSTN'T STOP! HAVE TO-- KEEP POUNDING..!!

I DID IT! I JOGGLED THE GEARS... CHANGED THEIR CYCLE!

THE WALL ... SPINNING LIKE A REVOLVING DOOR... PUSHING ME WITH IT!

WHIRRR

SO LONG AS I'M ON THE *DEFENSIVE*, THE ODDS ARE *AGAINST* ME!

I'VE GOT TO FIND A WAY TO SEIZE THE *INITIATIVE!*

...BUT *HOW??*

IN THE SHADOWS AHEAD--- SOMETHING *MOVING!*

YOU'VE EVADED OUR *MECHANICAL* TRAPS, CAPTAIN AMERICA---

SO *NOW* YOU FACE--- THE *LIVING ONE...*

NOW YOU FACE---THE *CYBORG!*

HE'S TENSING UP--- ABOUT TO *LUNGE!*

HIS POWER IS *IMMEASURABLE!* CAN'T LET HIM *CONNECT!*

YOU'RE *FAST,* AVENGER!

BUT YOUR BATTLE-HONED *REFLEXES* CAN'T SAVE YOU MUCH *LONGER!*

HE'S *RIGHT!* *NOW* IS WHEN I HAVE TO MAKE MY *MOVE!*

THAT *WATER PIPE*... IF I CAN *SMASH* IT FAST ENOUGH--- WITH MY *SHIELD*..!

DID IT! NOW TO GRAB THE *WIRES* ABOVE!

ALL I NEED *DO* IS RIP ONE LOOSE... LIKE *THIS!*

... WHAT BETTER WAY TO *DEADEN* THEM THAN BY *SHORTING OUT* THE SOURCE OF YOUR ELECTRONIC ENERGY!

SINCE A *CYBORG'S* POWERS MUST BE *ARTIFICIAL*---

ZZZ

AK!

NOW... WHEN YOU *RECOVER* YOU'LL JUST BE ANOTHER GUY, NAMED JOE!

YOU--- MAY HAVE BEATEN --*ME*--- BUT THERE IS STILL--- *MODOK!*

HE'S... BEEN *WATCHING*--- ALL THIS TIME--!!

I *FIGURED* AS MUCH!

YA MEAN HE *WUZ* WATCHIN'!

FURY!

HE *LIT OUT* WHEN HE SAW WE WERE *COMIN'!*

DARLING ...YOU *DID* IT! YOU *BEAT* HIM!

THEN *THAT* WAS FURY'S MISSION... HE WENT TO ATTACK *AIM!*

SEE YA AROUND, KIDS!

YOU AND FURY.. *LIED* TO ME!

WHAT..?

YOU BOTH *PROMISED* -- NO MORE *COMBAT* ASSIGNMENTS FOR YOU!

IF YOU'D BREAK YOUR WORD SO *QUICKLY*..SO CASUALLY...

HOW COULD I EVER TRUST YOU... AGAIN?

BUT *CAP*... I ONLY DID IT... TO TRY TO *SAVE* YOU!

IT WAS ONLY BECAUSE... I *LOVE* YOU SO!

BUT-- HOW CAN I *EVER* CONVINCE YOU--NOW?

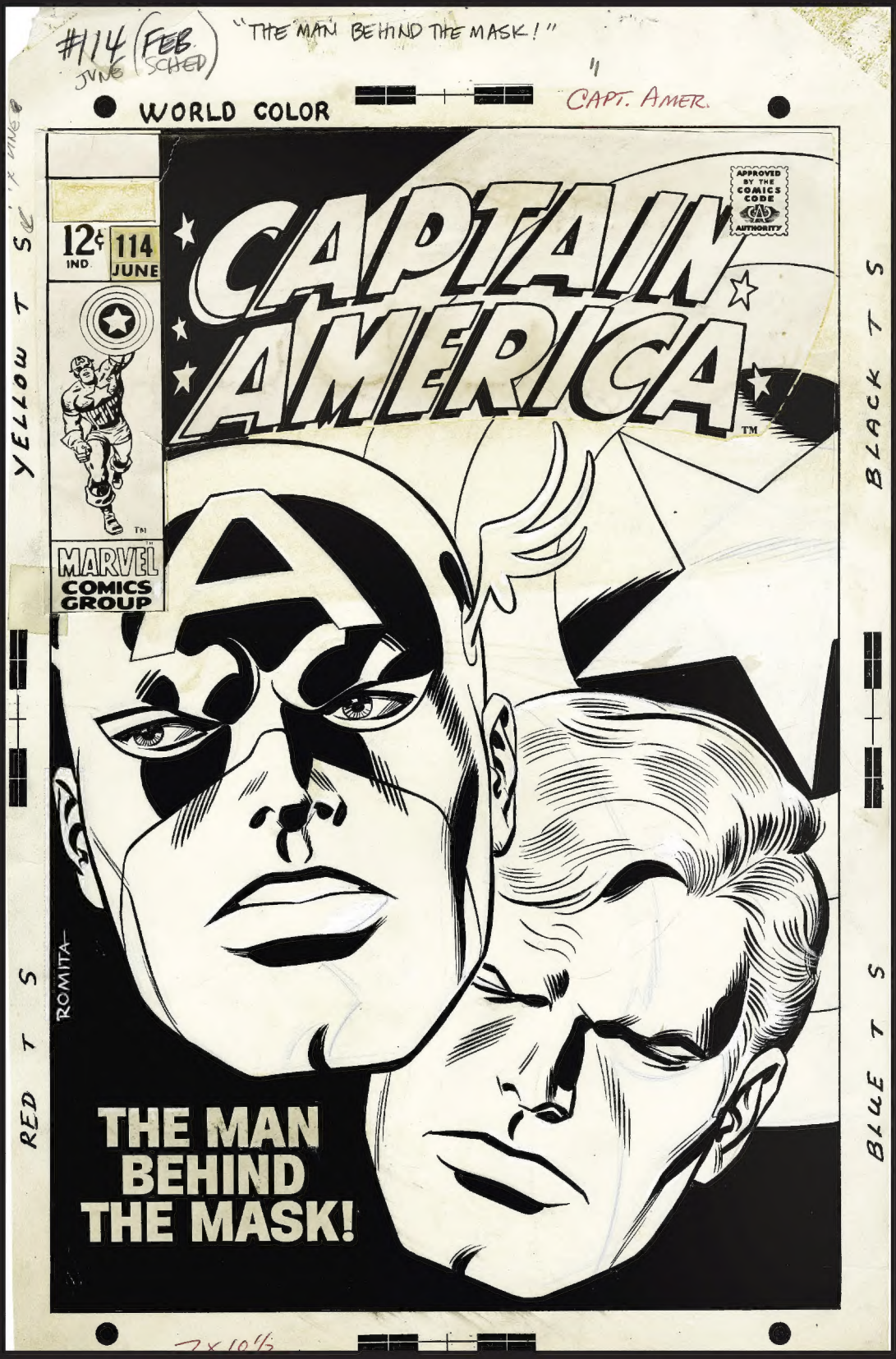
NEXT

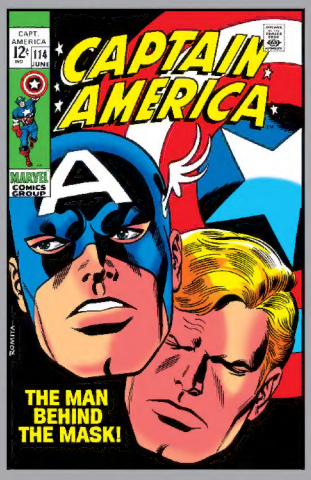
THE INFERNO WE CALL VIET NAM!

SPECIAL BONUS:
Captain America #114 cover color rough
by John Romita

Courtesy Heritage Auctions

Captain America #114 cover original art
by John Romita




CAPTAIN AMERICA
THE MAN BEHIND THE MASK!

CAPTAIN AMERICA
NOW BEGINS THE NIGHTMARE!

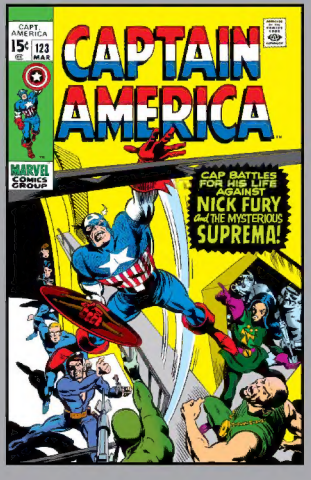
CAPTAIN AMERICA
GUEST STARRING: THE MIGHTY AVENGERS!

CAPTAIN AMERICA
THE FALCON FIGHTS!

CAPTAIN AMERICA
THE SKULL FALLS!

CAPTAIN AMERICA
CRACK-UP ON CAMPUS!

CAPTAIN AMERICA
THE STING OF THE SCORPION


CAPTAIN AMERICA
CAP BATTLES FOR HIS LIFE AGAINST NICK FURY and THE MYSTERIOUS SUPREMA!

CAPTAIN AMERICA
I STUMBLED INTO A TRAP!
SUDDEN DEATH IN FRONT AND BEHIND ME!
IS HE HUMAN? CAN HE BE KILLED? HOW DOES CAP BATTLE THE CREATURE CALLED CYBORG?
EXTRA! FAREWELL TO NICK FURY AND THE GIRL CAP LOVES?

MARVEL

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